

To the shareholders of

**PRYSMIAN S.p.A.**

Viale Sarca n. 222 - 20126 Milan

Milan, 16 March 2015

**RE: Ordinary Shareholders Meeting of Prysmian S.p.A. of 16 April 2015. Presentation of the slate of candidates for appointment as Director of Prysmian S.p.A.**

Dear Shareholders,

We refer to the Ordinary Shareholders Meeting of Prysmian S.p.A. convened on 16 April 2015 in a sole call and with the following agenda items: "*Appointment of the Board of Directors*".

Pursuant to article 14 of the Bylaws of Prysmian S.p.A., the Board of Directors

**HEREBY SUBMITS**

this *slate of candidates for appointment as members of the Board of Directors* of Prysmian S.p.A. to be submitted to the Ordinary Shareholders Meeting.

Pursuant to the requirements of the aforementioned article 14 of the Bylaws, the following supporting documentation is attached:

- 1) A slate in sequential order of the candidates that we propose to appoint as Directors.
- 2) Declaration of each candidate regarding:
  - the non-existence of any causes of ineligibility or incompatibility,
  - possession of the requirements as set forth by the law and the bylaws for holding the office of director and, where required, possession of the requirements of independence,
  - their availability to accept the candidacy.
- 3) *Curricula vitae* regarding the personal and professional characteristics of each candidate.

Sincerely,

On behalf of the Board of Directors

The Chairman

*(Massimo Tononi)*

Attachments: As described above

Attachment 1)

LIST OF THE CANDIDATES FOR DIRECTOR

## LIST OF CANDIDATES

**for appointment as members of the Board of Directors of Prysmian S.p.A.**

**Ordinary Shareholders Meeting of 16 April 2015**

Sequential number	Name and Surname	Place and date of birth	Requirements of Independence	
			Art. 148, par. 3., T.U.F. [Finance Consolidation Act]	Self-Regulatory Code of Borsa Italiana S.p.A.
1.	Maria Elena Cappello	Milan, 24/07/1968	✓	✓
2.	Claudio De Conto	Milan, 16/09/1962	✓	✓
3.	Massimo Battaini	Varese, 01/08/1960		
4.	Valerio Battista	Arezzo, 08/01/1957		
5.	Pier Francesco Facchini	Lugo (Ravenna - Italy), 04/08/1967		
6.	Fabio Ignazio Romeo	Rho (Milan - Italy), 25/08/1955		
7.	Monica de Virgiliis	Torino, 20/07/1967	✓	✓
8.	Maria Letizia Mariani	Rome, 18/07/1960	✓	✓
9.	Massimo Tononi	Trento, 22/08/1964	✓	
10.	Cristiano Tortelli	Florence 04/09/1969	✓	✓
11.	Sabrina delle Curti	Bassano del Grappa (Treviso - Italy), 16/05/1975	✓	✓

Attachment 2)

DECLARATIONS PROVIDED BY THE CANDIDATES FOR THE OFFICE OF DIRECTOR AND  
THEIR *CURRICULA VITAE*

## DECLARATION

The undersigned **Maria Elena Cappello**, born in Milan (Italy) on 24/07/1968, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

### ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

### STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he owns the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Maria Elena Cappello

Attachment:

- *Curriculum vitae*

**Maria ElenaCappello**

**Curriculum Vitae**

In over 20 years of her career in Italy and abroad, she gained significant management experience thanks to steadily increasing responsibilities, achieved by securing competitive advantages, market share, profits, sales growth and cost optimization for the businesses in which she has worked. She is skilled in managing mixed teams and complex business models, adapting them rigorously to local regulatory environments. Whilst studying Telecommunications Engineering at the University of Pavia with an Italtel scholarship, where she began work in 1991, she developed long distance transmission networks, moving between the AT&T Bell Laboratories in New Jersey and Milan. In 1994, she moved to EMC Italy. After an initial experience at the production facilities in Cork (Ireland), she initially managed and developed the Public Administration sales area, and then the Telecom area. In 1998, she was hired by Digital/Compaq/HP based in Munich, Germany, where she took on various responsibilities at the EMEA level, including that of Executive Director EMEA Global Services. In an entrepreneurial capacity, she started up and developed MetiLinx, a software company operating in Europe, opening branches in London, Milan and Munich in 2002. In 2004, Pirelli Broadband Solutions appointed her as Senior Vice President for global sales. She then joined Nokia Siemens Networks in 2007 as Global Head of Strategic Marketing. From 2010 to 2013 she was Deputy Chairman and Chief Executive Officer of Nokia Siemens Networks Italia S.p.A. and of Nokia Siemens Networks S.p.A., as well as Head of European Strategy and Business Development. She has served as Vice Chair of the Executive Committee of the Global Mobile Supplier Association (GSA), and as a member of the Governing Council of Valore D. She has also chaired the Research and Innovation Group of the Foreign Investors' Committee in Confindustria (Italian industrial federation). She has earned an Executive Master's degree in Strategic Marketing and Sales Techniques from Babson College, MA, USA, financed by EMC, and an Executive Master's degree in Marketing Management from SDA Bocconi, financed by Compaq. In addition to a high school diploma in classical studies from Liceo Parini in Milan, she has a High School Graduation diploma from Mount Pleasant High School in Wilmington, DE, USA. She has been an A2A S.p.A. Management Board member from June 2012 to June 2014. She has also served as an Independent Director of Sace S.p.A. since July 2013 and chairs its Compensation Committee. Since 2013, she has also served as a Global Female Leadership Summit Advisory Board member. She was appointed a member of the Prysmian Board of Directors at the Shareholders' Meeting on 18 April 2012, from the slate submitted by the Board of Directors, which obtained the majority of votes.

**Main Offices**

- Prysmian S.p.A. - Director
- Sace S.p.A. - Director
- Advisory Board del Global Female Leadership Summit - Member

## DECLARATION

The undersigned **Claudio De Conto**, born in Milan (Italy) on 16/09/1962, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

## ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

## STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he owns the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Claudio De Conto

Attachment:

- *Curriculum vitae*

## **ClaudioDe Conto**

### **Curriculum Vitae**

After graduating from the Luigi Bocconi University in Milan with a degree in Corporate Finance in 1986, he began his career at Ernst & Whinney in the UK. He then joined the Pirelli Group in 1988. After five years in the Group's Treasury department, in 1993 he embarked on a long period of international experience in the Administration, Finance and Control areas of the Pirelli Group's tyre subsidiaries in Brazil, Spain and Germany. In fact, between 1996 and 2000, he held the position of Chief Financial Officer of Pirelli Neumaticos S.A. in Spain and then of Chief Financial Officer of Pirelli Deutschland A.G. in Germany. In 2000, he became Director of Administration, Planning and Control at Pirelli S.p.A. In 2001, he was appointed General Manager of Administration and Control at Pirelli S.p.A., a role he has maintained in the holding company Pirelli & C. S.p.A. since its merger with Pirelli S.p.A. in August 2003. From November 2006 until September 2009, he was General Manager and Chief Operating Officer of Pirelli & C. S.p.A. and was also a member of the Board of Directors of Pirelli Tyre S.p.A. and Chairman of Pirelli Broadband Solutions S.p.A. In addition, from December 2008 to May 2010, he was Managing Finance Director at Pirelli Real Estate and from June 2009 to May 2010 Executive Chairman of Pirelli Real Estate Credit Servicing S.p.A.

He has sat on the Boards of Directors of RCS MediaGroup S.p.A and Assicurazioni Generali S.p.A. He has also been a member of the Management Board of Banca Popolare di Milano S.c.a.r.l. and a Senior Advisor to McKinsey.

Currently he is CEO of Artsana Group and Chairman of the Board of Directors of Star Capital SGR S.p.A. (formerly Efibanca Palladio SGR).

Between 2002 and June 2008, he was a member of the International Financial Reporting Interpretations Committee (IFRIC), set up by the International Accounting Standards Board (IASB). He has also been a member of the European Financial Reporting Advisory Group (EFRAG).

He has been a member of the Prysmian Board of Directors since July 2010. He was elected to his current mandate at the Shareholders' Meeting on 18 April 2012 from the slate presented by the Board of Directors, which obtained the majority of votes.

### **Main Offices**

- Prysmian S.p.A. - Director
- Star Capital SGR S.p.A. - Chairman
- Artsana Group - CEO

## DECLARATION

The undersigned **Massimo Battaini**, born in Varese (Italy) on 01/08/1961, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

## ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

## STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he doesn't own the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he doesn't own the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Massimo Battaini

Attachment:

- *Curriculum vitae*

## **Massimo Battaini**

### **Curriculum Vitae**

He has a degree in Mechanical Engineering from the Polytechnic University of Milan and an MBA from SDA Bocconi. He started his career in the Pirelli Group in 1987 and held various positions in R&D and Operations over an 18-year period. After running the Business Development department between 2000 and 2002 covering the three Business Divisions of Tyres, Energy Cables and Telecom Cables, he was appointed as Operations Director of Energy Cables and Telecom Cables at Pirelli. In 2005 he was appointed as CEO of Prysmian UK and in January 2011 Chief Operating Officer of the Group, a post he held until 2014, when he became Executive Vice President Energy Projects and Chairman and CEO of Prysmian PowerLink S.r.l., where he is currently employed.

He has been a member of Prysmian Board of Directors since February 2014 when he was co-opted by the then Board of Directors to replace a resigning Director, to then receive confirmation from the Shareholders' Meeting on 16 April 2014.

### **Main Offices**

- Prysmian S.p.A. - Director and Head of Business Energy Project
- Prysmian PowerLink S.r.l. - Chairman and CEO (\*)
- Prysmian Powerlink Services Ltd - Director (\*)
- Limited Liability Company Prysmian Rus - Chairman (\*)
- Prysmian Netherlands Holding B.V. - Member of Supervisory Board (\*)
- Prysmian Powerlink Saudi LLC - Director (\*)

*(\*) Prysmian Group's company, directly or indirectly controlled by Prysmian S.p.A.*

## DECLARATION

The undersigned **Valerio Battista**, born in Arezzo (Italy) on 08/01/1957, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

## ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

## STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he doesn't own the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he doesn't own the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Valerio Battista

Attachment:

- *Curriculum vitae*

## **ValerioBattista**

### **Curriculum Vitae**

For five of over 17 years at Pirelli & C. S.p.A., he ran the Energy Cables and Systems business unit, including the 2002-2003 period when the Group went through a successful reorganization. Mr. Battista was awarded his degree in Mechanical Engineering at Florence University in 1981. In 1983, he began working at Uno A Erre Italia S.p.A. as Head of the Engineering Office. In September 1987, he joined the Operations Department in the Steel Cord business unit of the Pirelli Group in Figline Valdarno. In 1997, he was appointed Director of the Pirelli Tyre division's Steel Cord business unit, becoming divisional Purchasing Director in 2001. He became CEO of the Group's Energy Cables and Systems business unit in February 2002 and CEO of the Telecom Cables and Systems business unit in December 2004.

Since June 2014, he has also been the Chairman of Europacable.

He has been a member of the Prysmian Board of Directors since December 2005. He was elected to his current position by the Shareholders' Meeting on 18 April 2012 from the slate submitted by the Board of Directors, which obtained the majority of votes.

### **Main Offices**

- Prysmian S.p.A. - CEO
- Prysmian Cavi e Sistemi S.r.l. - Chairman (\*)
- Europacable - Chairman

*(\*) Prysmian Group's company, directly or indirectly controlled by Prysmian S.p.A.*

## DECLARATION

The undersigned **Pier Francesco Facchini**, born in Lugo (Ravenna - Italy) on 04/08/1967, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

### ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

### STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he doesn't own the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he doesn't own the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Pier Francesco Facchini

Attachment:

- *Curriculum vitae*

## **Pier Francesco Facchini**

### **Curriculum Vitae**

After receiving his degree in Business Economics in 1991 from the "Luigi Bocconi" University in Milan, his initial work experience was at Nestlè Italia, where from 1991 to 1995, he held different posts in the Administration and Finance area. From 1995 to 2001, he worked in several companies in the Panalpina Group, holding the position of Regional Financial Controller for Asia and the South Pacific and Head of Accounting, Finance and Control for Panalpina Korea (Seoul) and Panalpina Italia Trasporti Internazionali S.p.A. In April 2001, he was appointed Finance Director at Fiat Auto Consumer Services' business unit, leaving in 2003 to become CFO at the Benetton Group, a post he held until November 2006.

He has been a member of the Prysmian Board of Directors since February 2007. He was elected to his current position by the Shareholders' Meeting on 18 April 2012 from the slate submitted by the Board of Directors, which obtained the majority of votes.

### **Main Offices**

- Prysmian S.p.A. - Director and CFO
- Prysmian Treasury S.r.l. - Chairman (\*)
- Prysmian Cavi e Sistemi S.r.l. - Director (\*)
- Prysmian (China) Investment Company Ltd - Director (\*)
- Prysmian Cables et Systemes France s.a.s. - Chairman of Comite del Controle (\*)
- Draka Comteq France s.a.s. - Chairman of Comite del Controle (\*)
- Prysmian Netherlands Holding B.V. - Chairman of Supervisory Board (\*)
- P.T. Prysmian Cables Indonesia - Chairman of Board of Commissioners (\*)
- Prysmian MKM Magyar Kabel Muvek KFT - Chairman of Supervisory Board (\*)
- Prysmian Spain S.A.U. - Director (\*)

*(\*) Prysmian Group's company, directly or indirectly controlled by Prysmian S.p.A.*

## DECLARATION

The undersigned **Fabio Ignazio Romeo**, born in Rho (Milan - Italy) on 25/08/1955, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

## ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

## STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he doesn't own the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he doesn't own the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Fabio Ignazio Romeo

Attachment:

- *Curriculum vitae*

## **Fabio IgnazioRomeo**

### **Curriculum Vitae**

He earned his degree in Electronic Engineering at Milan Polytechnic University in 1979 and then an MS and later a Ph.D. in Electronic Engineering and Computer Sciences from the University of California, Berkeley, in 1986 and 1989 respectively. Mr. Romeo began his career in 1981 at Tema (part of the ENI Group) as a designer of control systems for chemical plants. He moved to Honeywell in 1982 as a Member of Technical Staff and later Technical Advisor to the Honeywell CEO. He became Innovation Manager at Magneti Marelli's Electronics division in 1989. In 1995, he was appointed Managing Director at Magneti Marelli's Rear-view Mirrors Division, where in 1998, he took over the same position at the Electronic Systems Division. In 2001, he moved to the Pirelli Group as Director of the Truck division at the Pirelli Tyre business. A year later, he took up the post of Utilities Director at the Pirelli Cables Division. In December 2004, he became Head of the Group's Power Cables and Systems Business Unit, a position he held until December 2013 when he assumed the role of Head of Corporate Strategy and Development.

He has been a member of the Prysmian Board of Directors since February 2007. He was elected to his current position by the Shareholders' Meeting on 18 April 2012 from the slate submitted by the Board of Directors, which obtained the majority of votes.

### **Main Offices**

- Prysmian S.p.A. - Director and Head of Corporate Strategy and Development
- Oman Cables Industry S.A.O.G. - Vice Chairman
- CESI Motta S.p.A. - Director
- Elkat Ltd - Vice Chairman
- Prysmian (China) Investment Company Ltd - Director (\*)
- Prysmian Angel Tianjin Cable Co., Ltd - Director (\*)
- Prysmian Baosheng Cable Co. Ltd - Director (\*)
- Prysmian Cables & Systems Limited - Director (\*)
- Prysmian Cables and Systems Canada Ltd - Director (\*)
- Prysmian Cables et Systemes France s.a.s. - Member of the Comité de Controle (\*)
- Prysmian Netherlands Holding B.V. - Member of Supervisory Board (\*)
- Prysmian Tianjin Cables Co. Ltd - Director (\*)
- Draka Cableteq Asia Pacific Holding Pte. Ltd. - Director (\*)

*(\*) Prysmian Group's company, directly or indirectly controlled by Prysmian S.p.A.*

## DECLARATION

The undersigned **Monica de Virgiliis**, born in Torino (Italy) on 20/07/1967, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

### ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

### STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he owns the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Geneva, 25 February 2015

*(signed by)*

Monica de Virgiliis

Attachment:

- *Curriculum vitae*

## **Monicade Virgiliis**

### **Curriculum Vitae**

Graduated in Electronic Engineering at the Politecnico of Torino in 1992 with honors. In early 1993 she joined in Magneti Marelli as Production Engineer in Electronics Division based in Pavia (Italy). In late 1996 she joined the French Alternative Energies and Atomic Energy Commission (CEA) with the mission to develop collaborations with Italian companies. In early 2001, she joined ST Microelectronics as Business Development Manager for Telecom Wireline Division based in Agrate Brianza (Italy). In 2002 she was promoted as Strategic Alliances Director of Advanced System Technology Group and moves to the headquarters in Geneva. In 2004 she was promoted Group Vice President in charge of the Systems and Business Development Division and Mobile Multimedia Architecture of Group Telecom Wireless. In 2006 she became General Manager of Home Video Division and in 2007, during the change of business model of Telecom Wireless customers, becomes General Manager of the Wireless Multimedia Division with a turnover of over one billion dollars, where she operates a successful transformation product portfolio and business model. She is the main actor of the acquisition of NXP-Wireless and the establishment of the joint venture with Ericsson. Leaves T-Ericsson at the beginning of 2010 and newly joins ST Microelectronics putting her experience at the disposal of the Corporate programs first as Group VP Corporate Operational Development and then as Corporate Strategy and Mergers and Acquisitions. She served on the Board of Directors of several startups in the years 2010-2014.

## DECLARATION

The undersigned **Maria Letizia Mariani**, born in Rome (Italy) on 18/07/1960, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

### ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

### STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he owns the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Rome, 1<sup>st</sup> March 2015

*(signed by)*

Maria Letizia Mariani

Attachment:

- *Curriculum vitae*

*CURRICULUM VITAE ORIGINALE*

**Maria Letizia Mariani**  
General Manager | Rome, Italy

**SUMMARY**

Senior Vice President & General Manager with international experience in the high-tech industry.

Solid track of record in defining new business models and bringing innovation in the Go-to-Market, creating business plan and leading its execution.

Recognized as the influencer that keeps the organization together, aligned and focused on the results.

Deep knowledge of OEM, Consumer, SMB, Enterprise and Corporate customer segments and related go-to market motions.

Strong change management competencies acquired transforming businesses and processes in a sustainable way.

Passionate about nurturing talent in the organization.

- Senior Executive with 25+ years of experience in the IT, Telco and Lighting businesses.
- 10+ years of experience as General Manager.
- Worked for 4 different multinational companies operating globally.
- Expert in managing large and diverse team, driving operational excellence and delivering sustainable growth while improving profitability in mature/declining markets.
- Passionate and expert in change management, with focus on financial and cultural turnarounds.
- Have lead teams of up to 18 direct reports with over 3000 indirect reports.
- Have experience in Italian, European, EMEA and Global roles.
- Fluent in English and Italian (native). Understanding French and Spanish.

**PROFESSIONAL EXPERIENCE**

**Philips** (January 2011 – Present)

*Royal Philips is a diversified health and well-being company, focused on improving people's lives through meaningful innovation in the areas of Healthcare, Consumer Lifestyle and Lighting.*

*Headquartered in the Netherlands, Philips posted 2013 sales of EUR 23.3 billion and employs approximately 115,000 employees with sales and services in more than 100 countries.*

**SVP&GM - President Lighting Europe**

(January 2013-Present)

**Key Responsibilities and Accountabilities:**

Senior Vice President and Managing Director Philips Lighting Europe.

In this role, responsible for the go-to-market strategy and overall full P&L of the Lighting European business, addressing products, system and services for Consumer, Professional and OEM segments.

The position reports to the CEO Philips Lighting and address more than 30% of the total Philips Lighting business

- Establish a leadership position in the new lighting market, driving LED transformation and building solution&services approach while reinforcing and maximizing leadership in conventional lighting.
- Provide operational leadership, identify business opportunities and spearhead strategic global expansion and growth plans.
- Focus on major transformational priorities, providing shared services across diverse geographies, growing local capabilities and driving markets performance.
- Innovate business models and ways to market, creating a culture of performance and excellence in which people feel engaged and inspired to high-performance, delivering top business results.

**Key Achievements:**

- Top Philips geography in terms of qualitative and quantitative KPIs for the second year in a row
- Delivered revenues growth while improving profitability with a consistent improvement QoQ
- Adjusted Integral EBIT improvement Year1 +28%, Year 2 +17%
- LED penetration more than doubled
- System Sales growth in line with ambition
- Services Sales at 109% CSG
- Improved diversity and increased number of talent (High potential/High performance) in the organization
- NPS employee engagement score improved 8pts YoY, with a consistent trend QoQ
- Leadership position in customer NPS

**SVP&GM - Lighting Italy, Greece and Israel - President of IltiLuce - President of Luceplan**  
(January 2011 – Present)

**Key Responsibilities and Accountabilities:**

In this role, responsible for the go-to-market strategy and overall full P&L of the Lighting business for Italy, Greece and Israel.

- Establish a leadership position in the new lighting market, driving LED transformation and building solution&services approach.
- Innovate business models and ways to market, creating a culture of excellence in which people feel engaged and inspired to high-performance, delivering top business results.
- Board member of Philips Italia, IltiLuce and Luceplan

**Key Achievements:**

- Profitable growth in a declining market thanks to a new business model created and successfully implemented (i.e. PLS outdoor market -8%; Philips growth: +64%, IGM increase +7,5%)

- Raised sales capabilities and established new solution organization. Company is now recognized in the market as change agent and leader in innovation.
  - Diverse talents attracted in the organization
  - Market share growth both in traditional and LED
  - Employee Engagement Survey showing high level of people engagement.  
Net Promoter Score showing customers and partners engagement.
- 

## **Hewlett-Packard** (October 1989 – December 2010)

**Country Director Solution Partner Organization/PSG Channels Director**  
(June 2008-December 2010)

**Key Responsibilities and Accountabilities:**

Lead Channel business in Italy gaining profitable market share through an extended coverage (retail, commercial channel, VAR, distribution)

Prime focus is on growing revenues and GM and managing channel programs for the complete portfolio of HP products and services, covering the whole spectrum of end user segments.

**Key Achievements:**

Market share growth (according to GFK data) while increasing margins

Established a new business model (sell through fixed network telco operator) generating additional revenues with no credit risk (monthly billed by telco operator)

Start up of a new push-pull model for SMB segment through tele-coverage

**Open Call (Software Platform for Telco market) EMEA Director**  
(August 2006-May 2008)

**Key Responsibilities and Accountabilities:**

Main responsibility is to accelerate the growth of Open Call business in EMEA and lead OC business and organization, by creating a direct organization to compensate NEPs business decline.

Increase OC market share in the core network area of telco operators, establishing a direct sales motion through direct OC sales force and leveraging extended HP, partners and Sis.

**Key Achievements:**

OC direct business growth >16%, partially compensating decline in NEPs business and negative effects of technology end-of-life.

Definition and implementation of new org structure and governance model (sales training from design to delivery; forecast, funnel and pipeline management; alignment with extended ecosystem).

Direct Sales Force EMEA established. Definition of core solutions per segment.

**Country Director Software Business Unit**  
(October 2001-July 2006)

**Key Responsibilities and Accountabilities:**

Main responsibility was to grow software business in Italy.

Increase market share expanding the leadership by consolidating the presence in the traditional markets and increasing the penetration in the new segments; developing new value propositions and sales models.

**Key Achievements:**

HP software business significantly grew YoY and market share was constantly increasing QoQ, according to IDC market share data. Successful adoption of new technologies and integration of new company acquired (Peregrine)

Recognition: Winner's Summit

**Country Sales Manager Support & Services Organization (September 2000-October 2001)**

**Key Responsibilities and Accountabilities:**

Key objectives was to stop the erosion in Contract renewals, Drive new business in Technology Services and Consulting

To manage and grow the support & services business in Italy by capitalizing on the installed base and growing in the new bus areas. To lead and drive the sales organization.

**Key Achievements:**

Strong analytics performed, business process around renewals set, focus on big accounts delivered growth and customer satisfaction. (Business growth: 15%+)

Services Sales Force reorganization: skill assessment/training/new responsibilities assigned

Recognition: President's Club

**Client Business Manager (October 1997-September 2000)**

**Key Responsibilities and Accountabilities:**

To manage and grow the HP business with Telecom Italia leading the dedicated account team.

Defining a commercial strategy to sell the entire HP portfolio through a solution approach, account planning, disciplined Pipeline management and Governance.

Building relationship with partners, SIs and other players (NEPs...)

**Key Achievements:**

Quota objectives achieved each year with a constant business growth (~ 20% YoY)

Improved the level of visibility with significant projects in core areas.

Built a joint offering to address TI's customers (SMB and large enterprise), engaging at executive level to develop the joint G2M

**Account Manager (October 1992-October 1997)**

**Key Responsibilities and Accountabilities:**

Develop HP business on assigned customers in the Telecom market. Responsible for: Network Equipment Provider (Ericsson); Service Provider (Telecom Italia); Local System Integrator (Telesoft)

**Key Achievements:**

Quota overachieved each year. Signed a MoU with STET (Italian Telecommunication Holding) to standardize in the Telecom Italia group (at WW level) the HP software platform as the 'Common Services Platform' in the OSS application area. Thanks to this agreement HP SW has been adopted as standard sw platform not only in the TI group, but also in most of the Italian Telco players.

**Progr.Mgr./Staff Eng (October 1989-October 1992)**

**Key Responsibilities and Accountabilities:**

To improve customer perception about HP/Apollo Computer integration and offering  
To present the integration strategy, the product roadmap and the future evolutions.

As Staff Engineer:

To facilitate and support AM in sales activities in the Government market

**Key Achievements:**

Good customer perception about the HP ability and willingness to protect customer investments.  
Ability to gain the customer respect and to become a recognized reference point. Key support in the offer definition for large bids won in the Gov market in that period.

---

**Apollo Computer** (April 1989 – October 1989)

**Marketing Representative**

(April 1989 – October 1989)

**Key Responsibilities and Accountabilities:**

To support the local marketing activities, implementing at local level the market plan

**Key Achievements:**

Strong customer focus kept in a difficult transition phase, after HP acquisition announcement.

---

**Rank Xerox** (April 1986 –April 1989)

**System Analyst / Sales Rep**

(April 1986-April 1987) / (April 1987-April 1989)

**Key Responsibilities and Accountabilities:**

System analyst responsible for the new laser printer business line. Main responsibility was to support the sales activities, presenting the offer, implementing pilot in the presales phase and doing system configurations in the post sales.

Sales rep responsible for the high productivity laser printers bus in the Gov.& Large Enterprises.

**Key Achievements:**

Recognized customer-oriented approach. Created the first ROI study for an Italian bank to justify the replacement of the high productivity impact-printers.

Overachieved sales results. Sold for the first time in key customers, never been Rank Xerox customers before (Ministero Beni Culturali/FF.SS./Casellario Giudiziale...)

---

**Eurodidattica SpA** (January 1985 – April 1986)

**Trainer/Program Analyst**

**Key Responsibilities and Accountabilities:**

Morning time: Information Science Teacher. Responsible for classes of about 25 students each. The course length was 6 months. Afternoon time: Programmer (Cobol and Basic)

**Key Achievements:**

Developed innovative programs used by local TV for the graphical representation of sport events results.

---

**Circolo Canottieri Aniene** (January 1982 – January 1985)

**Sport Trainer**

**Key Responsibilities and Accountabilities:**

To train a synchronized swimming team

**Key Achievements:**

Two athletes in the national team.

---

**EDUCATION**

**Bachelor's Degree in Natural Sciences (1994)**

University "La Sapienza" of Rome

110/110 with Honours

## DECLARATION

The undersigned **Massimo Tononi**, born in Trento (Italy) on 22/08/1964, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the "**Company**"), belonging to the slate to be presented by the same Board of Directors to the **Shareholders' Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

## ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

## STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he doesn't own the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 25 February 2015

*(signed by)*

Massimo Tononi

Attachment:

- *Curriculum vitae*

## **Massimo Tononi**

### **Curriculum Vitae**

After receiving his degree in Business Economics in 1988 from the "Luigi Bocconi" University in Milan, he worked until 1993 in the Investment Banking division at Goldman Sachs London. From 1993 to 1994, he was personal assistant to the Chairman of the Istituto per la Ricostruzione Industriale [Industrial Reconstruction Institute] (IRI S.p.A.). In 1994, he returned to Goldman Sachs, where he became Partner Managing Director of the London Investment Banking Division and beginning in 2005, of the Milan Investment Banking Division. Between May 2006 and May 2008, he served as Undersecretary at Italy's Ministry of Economy and Finance. Having ended his service with the Ministry, he resumed his position as Partner Managing Director at Goldman Sachs London Investment Banking Division until July 2010. He is currently a member of the Board of Directors of Italmobiliare S.p.A. (since June 2014), of Sorin S.p.A. (since June 2010), Non-Executive Director of the London Stock Exchange Group (since September 2010), a member of the Board of Directors of Borsa Italiana S.p.A. (since 2010) and then appointed Chairman (since June 2011), Chairman of ISA - Istituto Atesino di Sviluppo S.p.A. (since June 2012) and Chairman of the Cassa di Compensazione e Garanzia S.p.A. (since September 2013).

He has been a member of the Prysmian Board of Directors since July 2010. He was elected to his current position by the Shareholders' Meeting on 18 April 2012 from the slate submitted by the Board of Directors, which obtained the majority of votes. He has been the Chairman of the Board of Directors over the last three years.

### **Main Offices**

- Prysmian S.p.A. - Chairman
- Italmobiliare S.p.A. - Director
- Sorin S.p.A. - Director
- London Stock Exchange - Director
- Borsa Italiana S.p.A. - Chairman
- ISA - Istituto Atesino di Sviluppo S.p.A. - Chairman
- Cassa di Compensazione e Garanzia S.p.A. - Chairman
- Castello SGR S.p.A. - Director

## DECLARATION

The undersigned **Cristiano Tortelli**, born in Florence on 04/09/1969, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the “**Company**”), belonging to the slate to be presented by the same Board of Directors to the **Shareholders’ Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

### ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

### STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he owns the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Frankfurt, 11 March 2015

*(signed by)*

Cristiano Tortelli

Attachment:

- *Curriculum vitae*

**Cristiano Tortelli**

**Curriculum Vitae**

**EXPERIENCE**

- Sep 2013 – Present      **AIR LIQUIDE**  
*Engineering & Solution VicePresident & Chairman – Frankfurt (Germany)*  
Responsible for Air Liquide Engineering Global Business Unit including “Cryogenic” & “Lurgi” organization.
- Sep 2012 – Sep 2013      **GE OIL & GAS**  
*Subsea Chief Commercial Officer – Aberdeen (UK)*  
Ran commercial, sales and strategic operations for new equipment and service activities.
- Jul 2011 – Sep 2012      **GE ENERGY**  
*President & CEO, East Europe & Russia, CIS – Moscow (Russia)*  
Lead all GE Energy businesses in the region with mandate to drive revenue and profitability growth and oversee key projects execution.
- Jul 2009 – Jun 2011      **GE OIL & GAS**  
*General Manager, Turbomachinery Global Sales – Florence (Italy)*  
Ran commercial and sales operations for new equipment.. Developed and managed technology licensing agreements and strategic partnerships in Russia, Kazakhstan, India and China.
- May 2007 – Jul 2009      *General Manager, West Africa Operation – Luanda (Angola)*  
Established integrated regional organization across GE Oil & Gas verticals: Drilling, Subsea, Turbomachinery and Global Services.. Fostered key government relationships and developed new markets.
- Jun 2005 – Mar 2007      *Middle East Operation Leader – Doha (Qatar)*  
Directed all operational activities in the Middle East across GE Oil & Gas verticals; led localization strategy and local talent development. Oversaw execution and construction activities for Qatar LNG projects.
- May 2002 – May 2005      *Regional Sales Manager, Middle East and India – Abu Dhabi (UAE)*  
Developed customer relationships, formulated and implemented sales strategy from feasibility to contract award.
- Mar 2000 – Apr 2002      *Commercial Operation Leader, Middle East and Africa – Industrial Plants – Florence (Italy)*  
Managed all commercial activities through entire sales process from customer requisition to contract negotiation for key EPCM & EPC contracts within turbomachinery and power generation projects.
- May 1996 – Mar 2000      **CARLO GAVAZZI IMPIANTI**  
*O&G Sales Manager – Milan (Italy)*  
Managed sales and commercial activities related to turn key facilities and major construction contract (Italy, Egypt, Saudi Arabia and UAE).
- Jan 1993 – Apr 1996      **TTC**  
*Project Engineer – Milan & Viggiano (Italy), Point Noire (Congo)*
- Jan 1992 - Jan 1993      **SERVITECNO**  
*Control System Engineer – Milan (Italy)*

Oct 1990 – Jan 1992

**GRACE CRYVAC EUROPEAN RESEARCH CENTER**

*Electrical and Instrumentation Engineer – Milan (Italy)*

### **EDUCATION**

2005 – Alma Graduate School – Associated with Bologna University (Bologna, Italy) – Master of Business Administration

1988 – Istituto Tecnico Industriale “Leonardo da Vinci” (Florence, Italy) – Electronics Diploma

## DECLARATION

The undersigned **Sabrina Delle Curti**, born in Bassano del Grappa (Treviso - Italy) on 16/05/1975, in relation to own **candidature as Member of the Board of Director** of di **Prysmian S.p.A.** (the “**Company**”), belonging to the slate to be presented by the same Board of Directors to the **Shareholders’ Meeting convened on 16 April 2015**, in sole call, pursuant to the applicable Law,

### ACCEPTS

the candidature as Member of the Board of Director of di Prysmian S.p.A. and

### STATES

Under own responsibility:

- that there exist no causes of ineligibility or incompatibility insofar as holding the office of member of the Board of Directors of Prysmian S.p.A. and that he possesses the requirements set forth by the Company By-Laws and the applicable laws to this end;
- that he possesses the requirements of integrity established for members of control bodies with the regulation issued by the Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall in article 2390 Italian Civil Code circumstances;
- NOT to fall in article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code) circumstances;
- that he owns the requirements of independence set forth in article 148, paragraph three, of Italian Legislative Decree no.58 of 24 February 1998;
- that he owns the requirements of independence pursuant to the Self-Regulatory Code for Italian Listed Companies of Borsa Italiana S.p.A. (July 2014 edition) to which the company has adhered;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will duly and promptly inform the Board of Directors of the company about any amendment of the information here enclosed and authorizes, under Italian Legislative Decree 30 June 2003 no.196, the publication of the data and the information provided with the present declaration and the relevant attachments.

Milan, 2<sup>nd</sup> March 2015

*(signed by)*

Sabrina Delle Curti

Attachment:

- *Curriculum vitae*

## SABRINA DELLE CURTI

Legal Counsel

### PERSONAL DATA

Date and place of birth                      May, 16<sup>th</sup> 1975, Bassano del Grappa (VI)

### PROFESSIONAL PROFILE

*I have built-up my professional experience in a top-ranking Italian law firm (Bonelli Erede Pappalardo) and in an Italian listed company (Sopaf S.p.A.) handling several M&A transactions at national and international level, as well as IPOs and other capital market deals. From 2011 onwards I have acted as general counsel, manager and secretary of the board of directors of Green Hunter S.p.A., an Italian company active in the renewable energies' sector. Since January, 2015 I have cooperated with Doppia Difesa Charity Foundation established by Mrs. Giulia Bongiorno providing legal assistance in favor of people suffering abuse, violence and prejudice.*

### PROFESSIONAL EXPERIENCE

February 2011 – today                      Green Hunter S.p.A.  
*General Counsel*

December 2007 – January 2011        Sopaf S.p.A.  
*Of counsel lawyer – Corporate and Legal Affairs*

December 2001 – November 2007    Bonelli Erede Pappalardo Law Firm  
*Associate*  
December 2001 - June 2006 – Corporate and Finance Department  
July 2006 - November 2007 – Litigation and Civil Law Department

November 2001 - January 2008        University of Milan Bicocca  
Civil Law Department – Faculty of Economy  
*Teaching Assistant*

### EDUCATION AND QUALIFICATION

April - September 2014                  Legal Academy – The European House Ambrosetti and Giulia Bongiorno's Law Firm  
Attendance to the advanced course for managerial training

October 2005                                  Admitted to the Bar (Milan)

October 2001                                  University of Parma- Law Department  
Law Decree (110/110 *magna cum laude*)  
Final thesis in Civil Law with Prof. Giovanni Bonilini

July 1994                                        High School "A. Pigafetta"

I hereby authorize the processing of my personal data under Law Decree no. 196/2003 as further implemented