

PRYSMIAN S.p.A.
 Corporate Affairs
 Viale Sarca, 222
 20126 MILAN

By POST or by FAX: (+39) 02-6449.50615 or by E-MAIL: corporate_pryspa@legalmail.it

SHAREHOLDER'S MEETING ATTENDANCE PROXY FORM

The undersigned ¹

* Surname / Company name

* First name

* Place of birth

* County

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* Date of birth

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* Tax code

* Address of residence or registered office and street number

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* Postcode

* Town/City

* County

Phone number

* Surname / Company name

* First name

* Place of birth

* County

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* Date of birth

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* Tax code

* Address of residence or registered office and street number

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* Postcode

* Town/City

* County

Phone number

being a Shareholder/s of Prysmian S.p.A.

delegates/delegate

* full name or company name

with the power to be replaced by

* full name or company name

to represent him/her/them for all his/her/their shares entitled to vote at the Shareholders' Meeting of Prysmian S.p.A. convened at the premises of Mediobanca in Via Filodrammatici no. 3, Milan on the following dates:

- **Tuesday 12th April 2011**, at 15:00 p.m. (CET), in *first call* in ordinary and extraordinary session, or if necessary;
- **Wednesday 13th April 2011**, at the same time and place, in *second call* in extraordinary session, or if necessary;
- **Thursday 14th April 2011**, at the same time and place, in *second call* in ordinary session and in *third call* in extraordinary session;

giving full approval to his/her actions during the meeting.

Date and place

Signature/s

¹ Full name of the shareholder as it appears on the copy of the certificate for shareholder meeting attendance issued by authorized intermediaries.
 (*)Compulsory information.

For the purposes of facilitating meeting attendance, you are invited to send in this proxy form and all documentation in support of the signatory's powers, as soon as possible and in any case no later than two working days before the date set for the meeting in first call. Documents must be sent to the Company at the above address. The proxy form could also be received as a photocopy or as an electronic copy, in such case the representative certifies under his own responsibility the conformity of the proxy to the original and the identity of the grantor.

INSTRUCTIONS FOR COMPLETING THE PROXY FORM

If unable to attend the Shareholders' Meeting, shareholders are entitled to grant a person of their choice a proxy to attend and vote on their behalf.

1. The proxy must be issued in a written form, it must be dated and signed and the name of the proxyholder must be entered by the shareholder and not by third parties; the shareholder may indicate substitutes of the proxyholder;
2. the proxyholder cannot sub-delegate or be replaced, unless the shareholder has explicitly granted such power;
3. if the proxy is granted to an Entity, this may delegate only a person who is one of its own employees or staff;
4. the proxy can be issued to a person who is not a shareholder of Prysmian S.p.A.;
5. in the case of joint ownership of shares, the proxy form must always be signed by all joint owners even if the proxy is one of the joint owners.
6. the issuance of a proxy in favor of a proxyholder in conflict of interests is permitted provided the proxyholder notifies in writing to the shareholder the circumstances from which arises such a conflict and provided that there are specific voting instructions for each resolution for which the proxyholder will have to vote on behalf of the shareholder.

For more details or information on procedures for attending the shareholders' meeting of Prysmian S.p.A., please contact the Corporate Affairs department (via e-mail at: corporate_pryspa@legalmail.it).

NOTICE

You are reminded that, in accordance with article 13 of Italian Legislative Decree 196/2003, the information contained in the proxy form will be used by the Company - the data holder - for the purposes of running the shareholders' meeting, in compliance with current personal data protection laws.

Such information may be learned by our staff specifically authorised to process it, in quality of Responsible or of person in charge, in pursuit of the above-mentioned objectives: such information may be published or communicated to specific parties to comply with a legal, regulatory or EU requirement, or under instructions from authorities so permitted by the law or by supervisory and audit bodies; unless the information specified as compulsory (*) is provided, it will not be possible to admit the proxy to the meeting.

The person, whose personal data is being used, is entitled to know at any time what data we have, its origin and how it is used; this person is also entitled to have such data updated, amended, integrated or cancelled, to request that it be blocked and object to its use. This person can exercise these rights by sending the Company a written request, indicating on the envelope the reference "D. Lgs. 196/2003" or "Privacy", or by sending an e-mail to the following address privacy.cables@prysmian.com.