

Shareholders' Meeting Call

The Shareholders are invited to attend an Ordinary and Extraordinary Shareholders' Meeting to be held in Milan, via Filodrammatici n. 3 (at the premises of Mediobanca), 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;

to discuss and resolve on the following

Agenda

Ordinary session

1. Financial statements at 31 December 2010; Directors' report and proposed allocation of profit for the year; report by the Board of Statutory Auditors; report by the Independent Auditors; related resolutions.
2. Resolutions under art.2386 of the Italian Civil Code; resolutions related thereto.
3. Determination of emoluments of the Board of Directors for financial year 2011.
4. Incentive plan: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.

Extraordinary session

1. Proposal of a divisible share capital increase, with exclusion pre-emptive right under article 2441, paragraph 8, and article 134 of the Italian Legislative Decree no.58/98 (UFA), until a maximum nominal value of Euro 213,500 by issuance of a maximum of no. 2,131,500 new ordinary shares, with a nominal value of Euro 0.10 each, to be granted to employees of the Prysmian S.p.A. and of its subsidiaries. Consequent amendment of the article 6 of the Company's By-laws "Capital and shares".
2. Proposed amendment of art. 9 of the By-laws; related resolutions.
3. Proposed amendment of art. 14 of the By-laws; related resolutions.
4. Proposed amendment of art. 23 of the By-laws; related resolutions.

The authorized and paid up share capital is equal to Euro 21,385,387.20, divided in 213,853,872 ordinary shares of nominal value 0.10 Euro, each share gives the right to a vote in the Shareholders' Meeting. At the present date the Company owns n. 3,028,500 treasury shares.

Resolutions under art. 2386 of the Italian Civil Code

It is reminded that, pursuant to article 14 of the Company's By-laws, in the case in which there will be no need to appoint the entire Board of Directors, the Shareholder's Meeting will adopt the related resolution by legal quorum not being applicable the slate voting mechanism.

Any proposed candidate names can still be filed at the Company's registered offices in Viale Sarca 222, Milan.

Attendance at the meeting

May attend or be represented at Shareholders' Meetings all holders of voting rights provided the certificate issued by authorized intermediaries, on the basis of the evidence resultant from the accounting books, has reached the

Company's registered office at least the seventh working day before the date scheduled for the first call of the Shareholder's Meeting, that will coincide with Friday 1st April 2011. All whom will result as owners of the shares only after the above date will not have the right to participate and to vote at the Shareholders' Meeting. In order to facilitate confirmation of their entitlement to vote, the holders of voting rights are requested to display a copy of the certificate sent by the respective intermediaries to the Company.

Every shareholder may be represented at the Shareholders' Meeting by issuing a written proxy, also by using the proxy form that can be found on the Company's website at www.prysmian.com (in the section Investor Relations/Shareholders Information/Shareholders' Meeting) or at the Company's registered office.

The proxy can also be issued by electronic means and can be notified to the Company by sending the document to the certified email address: corporate_pryspa@legalmail.it.

In relation to the present Shareholders' Meeting, the Company chosen the lawyer Mr. Dario Trevisan as appointed representative pursuant to article 135-*undecies* UFA. The proxy to appointed representative can be granted by filling and signing the proxy form that can be found on the website at www.prysmian.com (in the section Investor Relations/Shareholders Information/Shareholders' Meeting) or at the Company's registered office. The proxy form and the voting instructions, duly signed, have to be reached either via recorded delivery by Mr. Dario Trevisan at viale Majno 45, 20122 Milan, or via certified electronic mail to the address: info@rappresentante-designato.it, at least the second working day before the date of the first convening of the Shareholders' Meeting. Within the same deadline, the proxy and the voting instructions, can be revoked. The proxy issued in favor of the representative appointed by the Company will not have effect in relation to the items for which no voting instructions were given.

Pursuant to article 127-*ter*, paragraph 1, of the Legislative Decree number 58/98, the Shareholders may ask questions in relation to the items of the agenda also before the date of the Shareholders' Meeting by sending certified mails with advise of delivery to the Company's registered office or by email to the address: corporate_pryspa@legalmail.it. The questions have to be received within the second working day before the date of the first convening of the Shareholders' Meeting, together with the certificate issued by authorized intermediaries stating the quality of shareholder; anyway such certificate is non required if the company receives by the same authorized intermediaries the notification necessary to attend the Shareholders' Meeting. The questions received before the Shareholders' Meeting will be answered at the latest during the meeting. The Company may give a single answer to the questions having the same content.

Under art. 126-*bis* of the Legislative Decree number 58/98, the Shareholders who, even jointly, represent at least a fortieth of the share capital may ask, within ten days from the publication of the Shareholders' Meeting call, the integration of the items of the agenda, specifying in the request the additional items they are proposing to discuss. The request has to be presented in writing at the Company's registered office by recorded delivery, together with the certificate issued by authorized intermediaries stating the ownership of the number of shares required to present such request. Within the same time-limit and by the same means has to be filed a report on the items proposed to be discussed. The integration of the agenda is not allowed for the items in which the Shareholders' Meeting will adopt the resolution, pursuant to the applicable law, on proposal of the directors or on the basis of a project or of a report issued by the same, different from the ones envisaged by article 125-*ter*, paragraph 1, of the Legislative Decree number 58/98.

The possible integrated agenda will be published by the same means of the publication of the previous call.

Documentation

At the Company's registered offices, at Borsa Italiana S.p.A. and on the Company's website at www.prysmian.com, will be made available to the public today, the Board of Directors' proposals in relation to the items on the agenda and to the relevant reports and documentation, and by 21 March 2011 the relevant documentation for the financial statements and the annual report on corporate governance. Shareholders have the right to examine them and, upon request, to obtain copy of them.

Considering the Company's Shareholder's structure, **it is expected that the Shareholders' Meeting, both in the ordinary and in the extraordinary session, will be held on April 14th, 2011.**

Milan, 10 March 2011

The Chairman of the Board of Directors
Prof. Paolo Zannoni
