

**REPORT ON THE PROPOSALS ON THE AGENDA OF THE EXTRAORDINARY SESSION OF
THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. OF 12, 13 AND 14 APRIL 2011,
PREPARED UNDER ART. 125-TER OF LEGISLATIVE DECREE 58 DATED 24 FEBRUARY 1998,
AS AMENDED, AND UNDER ARTICLES 72 AND 92 OF THE CONSOB REGULATIONS
ADOPTED BY RESOLUTION 11971/99, AS AMENDED.**

Shareholders,

You have been convened in extraordinary session to discuss and adopt resolutions concerning the proposed amendment of the By-laws of Prysmian S.p.A. (subsequently referred to as "**Prysmian**" or the "**Company**") as discussed below.

1. Proposed amendment of art. 9 of the By-laws; related resolutions.

Shareholders,

We propose amending **art. 9 of the By-laws** in order to introduce:

- (i) the possibility of convening the ordinary annual general meeting of shareholders within 180 days from the end of the financial year, when particular circumstances relating to the Company's structure and purpose so dictate, as permitted in general terms by art. 2364, par. 2 of the Italian Civil Code;
- (ii) the possibility for the Board of Directors to establish, if it sees fit, that the Shareholders' Meeting be held after just one call.

As regards the possibility of convening the ordinary annual general meeting within 180 days from the end of the financial year, it will be recalled that this has recently been reinstated by art. 3, par. 23 of Legislative Decree 27/2010 (concerning "Implementation of Directive 2007/36/EC, relating to the exercise of certain rights of shareholders in listed companies" – known as the Shareholders' Rights Directive), which has amended 154-*ter*, par. 1 of the Unified Financial Act so that the provisions of art. 2364, par. 2 of the Italian Civil Code also apply to listed issuers whose member state of origin is Italy. Art. 2364, par. 2 of the Italian Civil Code requires an ordinary Shareholders' Meeting to be convened at least once a year, within one hundred and twenty days of the end of the financial year. However, the by-laws may permit a longer deadline, but not exceeding one hundred and eighty days, for companies required to prepare consolidated financial statements or when particular circumstances relating to a company's structure and purpose so dictate. It is therefore thought appropriate to reinstate in the By-laws the possibility of extending the call of the ordinary annual general meeting to up to 180 days from the end of the financial year, also because Prysmian is a company required to prepare consolidated financial statements.

With reference to the possibility for the Board of Directors to establish, if it sees fit, that the Shareholders' Meeting be held after just one call, it is recalled that revised art. 2369, par.1 of the Italian Civil Code permits the by-laws of companies that utilise risk capital markets to eliminate the use of calls beyond the first one. In such event, (i) the ordinary Shareholders' Meeting could be validly formed regardless of the proportion of capital represented by the participating shareholders and would adopt resolutions by absolute majority vote of the capital represented at the meeting, while (ii) the extraordinary Shareholders' Meeting could be validly formed when at least one-fifth of share capital is represented at the meeting and resolutions would be adopted when at least two-thirds of the capital represented in the meeting votes in their favour. In order to simplify the procedures for calling Shareholders' Meeting, we request that you include in the By-laws an option for the Board of Directors to establish, when it sees fit, that just one call be made for the Shareholders' Meeting. This would mean that the Board of Directors would exercise its technical discretion to decide on each occasion whether to adopt the multiple call mechanism or the single call one, and in the latter case would make specific mention of this in the notice convening the meeting.

The existing text of art. 9 of the Prysmian By-laws is compared with that which the Board of Directors proposes be adopted.

EXISTING TEXT	PROPOSED TEXT
Article 9 – Shareholders’ Meeting	Article 9 – Shareholders’ Meeting
The Shareholders' Meeting shall be ordinary or extraordinary in accordance with applicable law, when duly convened, represents the entire shareholder body. The meeting resolutions, passed in compliance with the law and this By-Laws, are binding upon all shareholders even if absent or dissenting.	Unchanged
An Ordinary Meeting shall be called within the prescribed times and when required in accordance with applicable law and whenever the Board of Directors deems it appropriate.	An Ordinary Meeting to approve the annual financial statements shall be called within one hundred and twenty days of the end of the financial year. If the legal requirements are satisfied, the Shareholders' Meeting may be called within one hundred and eighty days of the end of the financial year. The Directors shall disclose the reasons for such a delay in the report required under art. 2428 of the Italian Civil Code.
The Meeting may also be called even after the second call, under the same terms and conditions as required for the second call, subject to the applicable provisions of applicable law for the Extraordinary Meetings.	Unchanged
New	The Board of Directors can establish, if it sees fit, that ordinary and extraordinary Shareholders' Meetings be held after just one call. In the event of just one call, the legally required quorums in such circumstances shall apply.
At the request of the Board of Directors, the Ordinary Meeting will approve the rules of proceedings governing the orderly and functional conduct of its meetings, in particular in order to guarantee each shareholder the right to contribute to the discussion of the items on the agenda.	Unchanged

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The proposed amendments to art. 9 of the By-laws examined herein do not entitle shareholders to withdraw if they have not approved the related resolution, since such amendments do not constitute any of the circumstances for withdrawal identified in art. 2437 of the Italian Civil Code.

The Board of Directors therefore submits the following proposal for your approval:

"In view of the report prepared under art. 125-ter of Legislative Decree 58 dated 24 February 1998 and articles 72 and 92 of the CONSOB Regulation 11971/99, the Extraordinary Shareholders' Meeting of Prysmian S.p.A.

resolves:

1. to amend art. 9 of the By-laws as follows:

Article 9 – Shareholders’ Meetings

The Shareholders' Meeting shall be ordinary or extraordinary in accordance with applicable law, when duly convened, represents the entire shareholder body. The meeting resolutions, passed in compliance with the law and this By-Laws, are binding upon all shareholders even if absent or dissenting.

An Ordinary Meeting to approve the annual financial statements shall be called within one hundred and twenty days of the end of the financial year. If the legal requirements are satisfied, the Shareholders' Meeting may be called within one hundred and eighty days of the end of the financial year. The Directors shall disclose the reasons for such a delay in the report required under art. 2428 of the Italian Civil Code.

The Meeting may also be called even after the second call, under the same terms and conditions as required for the second call, subject to the applicable provisions of applicable law for the Extraordinary Meetings.

The Board of Directors can establish, if it sees fit, that ordinary and extraordinary Shareholders' Meetings be held after just one call. In the event of just one call, the legally required quorums in such circumstances shall apply.

At the request of the Board of Directors, the Ordinary Meeting will approve the rules of proceedings governing the orderly and functional conduct of its meetings, in particular in order to guarantee each shareholder the right to contribute to the discussion of the items on the agenda.

2. to grant the Company's current legal representatives severally, the widest powers to comply with all formalities needed to file the resolutions adopted with the Company Registrar and to make any amendments, changes or additions to the present resolution that might be necessary or nonetheless requested by the competent authorities."

2. Proposed amendment of art. 14 of the By-laws; related resolutions.

Shareholders,

We also propose amending **art. 14 of the By-laws** in order to allow also the Board of Directors, when renewing the entire Board, the opportunity of presenting a candidate slate. This amendment appears to be in line with Prysmian's public company structure and also takes account of its fragmented shareholder base which could result in the failure of those entitled to present any candidate slates.

The existing text of art. 14 of the Prysmian By-laws is compared with that which the Board of Directors proposes be adopted.

EXISTING TEXT	PROPOSED TEXT
<p align="center">Article 14 – Board of Directors</p>	<p align="center">Article 14 – Board of Directors</p>
<p>The Company shall be managed by a Board of Directors of not less than 7 (seven) members nor more than 13 (thirteen) members, shareholders or not, who shall hold the office for a maximum period of three fiscal years and until the Meeting approving the Financial Statements for the last fiscal year of their office has been convened. They may be re-elected.</p>	<p align="center">Unchanged</p>
<p>The Shareholders' Meeting shall decide on the number of Board of Directors members. The members of the Board of Directors must have the competence, integrity and independence requirements provided under applicable law; in particular, at least one of the Directors — or two if the Board of Directors is composed by more than seven members — must fulfill the independence requirements provided for Statutory Auditors under Art. 148, paragraph 3 (three), of Legislative Decree No. 58/98.</p>	<p align="center">Unchanged</p>
<p>The Board of Directors shall be appointed on the basis of slates presented by shareholders in accordance with the following paragraphs. The candidates in the slate must be listed with a progressive number.</p>	<p>The Board of Directors shall be appointed on the basis of slates presented by shareholders in accordance with the following paragraphs. The candidates on the slate must be listed with a progressive number.</p>
<p>Are entitled to present or contribute to the presentation of slates only shareholders who, alone or together with other shareholders, represent a total of at least 2% [two per cent] of the ordinary share capital with voting rights at the ordinary Shareholders' Meeting, or representing a lower percentage where required by an applicable law or regulation in force. The ownership of numbers of shares necessary to present the slate has to be proven on the terms and in the manners set out by Law provisions. Each shareholder or shareholders belonging to the same group or who are connected, even indirectly, cannot — not even through an intermediary or trustee — present or contribute to the presentation of more than one slate. Each candidate may appear on only one slate, on pain of ineligibility. No candidate who is not in possession of the requirements set out in applicable laws may be included on the slate. The first and the second candidate</p>	<p>The outgoing Board of Directors are is entitled to present or contribute to the presentation of slates as well as those only shareholders who, alone or together with other shareholders, represent a total of at least 2% [two per cent] of the ordinary share capital with voting rights at the ordinary Shareholders' Meeting, or representing a lower percentage where required by an applicable law or regulation in force. The ownership of numbers of shares necessary to present the slate has to be proven on the terms and in the manners set out by Law provisions. Each shareholder or shareholders belonging to the same group or who are connected, even indirectly, cannot — not even through an intermediary or trustee — present or contribute to the presentation of more than one slate. Each candidate may appear on only one slate, on pain of ineligibility. No candidate who is not in possession of the</p>

<p>on each slate must fulfil the independence requirements set out in applicable laws.</p>	<p>requirements set out in applicable laws may be included on the slate. The first and the second candidate on each slate must fulfil the independence requirements set out in applicable laws.</p> <p>The slate of the Board of Directors, if presented, must be filed with the Company's registered office within the thirtieth day before the date set for the first call of the Shareholders' Meeting and formally published in accordance with the terms of the following paragraph.</p>
<p>The slates must be filed with the Company's registered office and published at the care and expense of the shareholders who presented them, in at least one of the daily newspapers listed in the foregoing Art. 10, at least twenty-five days prior to the date set for the first call of the Shareholders' Meeting. Together with each slate, within the above deadline, each candidate must file a declaration confirming his candidacy and certifying, under his own liability, that there are no reasons why he/she is ineligible or incompatible for the position and that he/she meets the requirements set out in applicable laws and this By-Laws. Together with the declarations, each candidate shall file a curriculum vitae describing his personal and professional characteristics, indicating his possible candidacy as an independent Director. Each person with voting rights may only vote for one slate. Any lists which do not comply with the aforementioned requirements shall be deemed not to have been presented.</p>	<p>Without prejudice to the above, the slates must be filed with the Company's registered office and published at the care and expense of the shareholders who presented them, in at least one of the daily newspapers listed in the foregoing Art. 10, at least twenty-five days prior to the date set for the first call of the Shareholders' Meeting in accordance with prevailing law. Together with each slate, within the above deadline, each candidate must file a declaration confirming his candidacy and certifying, under his own liability, that there are no reasons why he/she is ineligible or incompatible for the position and that he/she meets the requirements set out in applicable laws and this By-Laws. Together with the declarations, each candidate shall file a curriculum vitae describing his personal and professional characteristics, indicating his possible candidacy as an independent Director. Each person with voting rights may only vote for one slate. Any lists which do not comply with the aforementioned requirements shall be deemed not to have been presented.</p>
<p>For the election of the Board of Directors, the following procedure shall be observed:</p> <p>(a) five-sixths of the Directors to be elected shall be chosen from the slate that obtains the majority of the votes cast, in the order in which they are listed on the slate; in the event of a fractional number, it shall be rounded down to the nearest whole number;</p> <p>(b) the remaining Directors shall be taken from the other slates; for this purpose the votes obtained by the slates shall successively be divided by one, two, three and four according to the number of Directors to be chosen. The quotients thus obtained shall be assigned to the candidates on each slate in the order specified thereon. The quotients given to each candidate on the various slates will be given in a single decreasing ranking. Those who have obtained the highest quotients shall be elected. If more than one candidate have obtained the same quotient, the candidate from the slate that has not yet elected any Directors or that has elected the smallest number of Directors, shall be elected.</p>	<p>For the election of the Board of Directors, the following procedure shall be observed:</p> <p>(a) five-sixths of the Directors to be elected shall be chosen from the slate that obtains the majority of the votes cast, in the order in which they are listed on the slate; in the event of a fractional number, it shall be rounded down to the nearest whole number;</p> <p>(b) the remaining Directors shall be taken from the other slates; for this purpose the votes obtained by the slates shall successively be divided by one, two, three and four according to the number of Directors to be chosen. The quotients thus obtained shall be assigned to the candidates on each slate in the order specified thereon. The quotients given to each candidate on the various slates will be given in a single decreasing ranking. Those who have obtained the highest quotients shall be elected. If more than one candidate have obtained the same quotient, the candidate from the slate that has not yet elected any Directors or that has elected the smallest number of Directors, shall be elected. All this is on the understanding that at least one director shall be taken from a slate, if presented and voted, presented by shareholders who are not connected, either directly or indirectly,</p>

	with those who presented or voted for the slate that obtained the majority of votes cast.
<p>If none of such slates has yet elected a Director or each of them have elected the same number of Directors, the candidate from the slate that obtained the largest number of votes shall be elected. If the different slates have received the same number of votes and their candidates have been assigned the same quotients, a new vote shall be held by the entire Shareholders' Meeting and the candidate obtaining the simple majority of the votes shall be elected</p> <p>If a single slate is presented, if no slate is presented or if the Board of Directors is not being elected in its entirety, the Shareholders' Meeting shall vote with the legal quorum required by applicable laws.</p> <p>If an elected independent Director should lose his/her independence requirements, he/she shall give immediate notice to the Board of Directors and, in any event, shall resign from his/her office.</p> <p>In case of any vacancy in the Board of Directors during the fiscal year, for any cause or reason, the Board of Directors shall proceed according to Art. 2386 of the Italian Civil Code. If one or more of the Directors no longer in office were taken from a slate which also contained the names of unelected candidates, the Board of Directors shall replace them by appointing, according to the progressive order, individuals from the slate of the outgoing Director, provided that such individuals are still eligible and willing to accept the office. At least one of the members of the new Board of Directors – or two if it is composed by more than seven members – must fulfill the independence requirements provided under applicable law. If the majority of Directors appointed by the Shareholders' Meeting resign or fall from office for other reasons, the entire Board of Directors shall be deemed to have resigned. Such resignation is effective when the Board of Directors is reconstituted by persons appointed by the Shareholders' Meeting, which must urgently be called by the remaining Directors.</p>	<p style="text-align: center;">Unchanged</p>
<p>The Shareholders' Meeting shall determine the Directors' compensation pursuant to Art. 2389 of the Italian Civil Code. It may also decide a global amount of compensation payable to the Directors including those charged with special powers pursuant to last paragraph of the aforementioned article. In such a case, the Board of Directors, after considering the proposals of the relevant Committee and obtaining the opinion of the Board of Statutory Auditors, shall distribute between its members the global amount determined by the Shareholders' Meeting. The Directors shall be entitled to reimbursement of the expenses incurred in the performance of their duties.</p>	<p style="text-align: center;">Unchanged</p>

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The proposed amendments to art. 14 of the By-laws examined herein do not entitle shareholders to withdraw if they have not approved the related resolution, since such amendments do not constitute any of the circumstances for withdrawal identified in art. 2437 of the Italian Civil Code.

The Board of Directors therefore submits the following proposal for your approval:

"In view of the report prepared under art. 125-ter of Legislative Decree 58 dated 24 February 1998 and articles 72 and 92 of the CONSOB Regulation 11971/99, the Extraordinary Shareholders' Meeting of Prysmian S.p.A.

resolves:

1. to amend art. 14 of the By-laws as follows:

Article 14 – Board of Directors
The Company shall be managed by a Board of Directors of not less than 7 (seven) members nor more than 13 (thirteen) members, shareholders or not, who shall hold the office for a maximum period of three fiscal years and until the Meeting approving the Financial Statements for the last fiscal year of their office has been convened. They may be re-elected.
The Shareholders' Meeting shall decide on the number of Board of Directors members. The members of the Board of Directors must have the competence, integrity and independence requirements provided under applicable law; in particular, at least one of the Directors — or two if the Board of Directors is composed by more than seven members — must fulfill the independence requirements provided for Statutory Auditors under Art. 148, paragraph 3 (three), of Legislative Decree No. 58/98.
The Board of Directors shall be appointed on the basis of slates presented in accordance with the following paragraphs. The candidates on the slate must be listed with a progressive number.
The outgoing Board of Directors is entitled to present slates as well as those shareholders who, alone or together with other shareholders, represent a total of at least 2% [two per cent] of the ordinary share capital with voting rights at the ordinary Shareholders' Meeting, or representing a lower percentage where required by an applicable law or regulation in force. The ownership of numbers of shares necessary to present the slate has to be proven on the terms and in the manners set out by Law provisions. Each shareholder or shareholders belonging to the same group or who are connected, even indirectly, cannot — not even through an intermediary or trustee — present or contribute to the presentation of more than one slate. Each candidate may appear on only one slate, on pain of ineligibility. No candidate who is not in possession of the requirements set out in applicable laws may be included on the slate. The first and the second candidate on each slate must fulfil the independence requirements set out in applicable laws.
The slate of the Board of Directors, if presented, must be filed with the Company's registered office within the thirtieth day before the date set for the first call of the Shareholders' Meeting and formally published in accordance with the terms of the following paragraph.
Without prejudice to the above, the slates must be filed with the Company's registered office and published in accordance with prevailing law. Together with each slate, within the above deadline, each candidate must file a declaration confirming his candidacy and certifying, under his own liability, that there are no reasons why he/she is ineligible or incompatible for the position and that he/she meets the requirements set out in applicable laws and this By-Laws. Together with the declarations, each candidate shall file a curriculum vitae describing his personal and professional characteristics, indicating his possible candidacy as an independent Director. Each person with voting rights may only vote for one slate. Any lists which do not comply with the aforementioned requirements shall be deemed not to have been presented.
For the election of the Board of Directors, the following procedure shall be observed: (a) five-sixths of the Directors to be elected shall be chosen from the slate that obtains the majority of the votes cast, in the order in which they are listed on the slate; in the event of a fractional number, it shall be rounded down to the nearest whole number; (b) the remaining Directors shall be taken from the other slates; for this purpose the votes obtained by the slates shall successively be divided by one, two, three and four according to the number of Directors to be chosen. The

quotients thus obtained shall be assigned to the candidates on each slate in the order specified thereon. The quotients given to each candidate on the various slates will be given in a single decreasing ranking. Those who have obtained the highest quotients shall be elected. If more than one candidate have obtained the same quotient, the candidate from the slate that has not yet elected any Directors or that has elected the smallest number of Directors, shall be elected. All this is on the understanding that at least one director shall be taken from a slate, if presented and voted, presented by shareholders who are not connected, either directly or indirectly, with those who presented or voted for the slate that obtained the majority of votes cast.

If none of such slates has yet elected a Director or each of them have elected the same number of Directors, the candidate from the slate that obtained the largest number of votes shall be elected. If the different slates have received the same number of votes and their candidates have been assigned the same quotients, a new vote shall be held by the entire Shareholders' Meeting and the candidate obtaining the simple majority of the votes shall be elected.

If a single slate is presented, if no slate is presented or if the Board of Directors is not being elected in its entirety, the Shareholders' Meeting shall vote with the legal quorum required by applicable laws. If an elected independent Director should lose his/her independence requirements, he/she shall give immediate notice to the Board of Directors and, in any event, shall resign from his/her office. In case of any vacancy in the Board of Directors during the fiscal year, for any cause or reason, the Board of Directors shall proceed according to Art. 2386 of the Italian Civil Code. If one or more of the Directors no longer in office were taken from a slate which also contained the names of unelected candidates, the Board of Directors shall replace them by appointing, according to the progressive order, individuals from the slate of the outgoing Director, provided that such individuals are still eligible and willing to accept the office. At least one of the members of the new Board of Directors – or two if it is composed by more than seven members – must fulfill the independence requirements provided under applicable law. If the majority of Directors appointed by the Shareholders' Meeting resign or fall from office for other reasons, the entire Board of Directors shall be deemed to have resigned. Such resignation is effective when the Board of Directors is reconstituted by persons appointed by the Shareholders' Meeting, which must urgently be called by the remaining Directors.

The Shareholders' Meeting shall determine the Directors' compensation pursuant to Art. 2389 of the Italian Civil Code. It may also decide a global amount of compensation payable to the Directors including those charged with special powers pursuant to last paragraph of the aforementioned article. In such a case, the Board of Directors, after considering the proposals of the relevant Committee and obtaining the opinion of the Board of Statutory Auditors, shall distribute between its members the global amount determined by the Shareholders' Meeting. The Directors shall be entitled to reimbursement of the expenses incurred in the performance of their duties.

2. to grant the Company's current legal representatives severally, the widest powers to comply with all formalities needed to file the resolutions adopted with the Company Registrar and to make any amendments, changes or additions to the present resolution that might be necessary or nonetheless requested by the competent authorities."

3. Proposed amendment of art. 23 of the By-laws; related resolutions.

Shareholders,

Lastly, we propose amending **art. 23 of the By-laws** by introducing, in accordance with art. 2349, par. 1 of the Italian Civil Code, the option to distribute profits to employees of the Company or its subsidiaries by issuing them bonus shares. This amendment will allow the Shareholders' Meeting, in extraordinary session, to adopt possible initiatives for securing employee loyalty and incentivising them.

The existing text of art. 23 of the Prysmian By-laws is compared with that which the Board of Directors proposes be adopted.

EXISTING TEXT	PROPOSED TEXT
Article 23 – Annual financial statements and profits	Article 23 – Annual financial statements and profits
The Company's fiscal year shall end on December 31 of each year.	Unchanged
At the end of each fiscal year, the management body shall draft the annual Financial Statement (Balance Sheet, Profit and Loss Account and Notes to the Accounts) and shall present the statements to the Shareholders' Meeting for the relevant resolutions, together with the other documents required by applicable law.	Unchanged
The net profits shown on the Balance Sheet duly approved by the Shareholders' Meeting shall be allocated as follows: (i) 5% (five per cent) to the legal reserve until this reaches an amount equal to one-fifth of the share capital; (ii) the remainder shall be available for distribution by the Shareholders' Meeting as it deems appropriate.	Unchanged
The Board of Directors may, during the course of the fiscal year and within legal limits, distribute interim dividends to the shareholders.	Unchanged
All dividends not collected within five years from the day on which they become due and payable shall revert to the Company.	Unchanged
New	The Shareholders' Meeting may also resolve, in accordance with art. 2349 of the Italian Civil Code, an extraordinary allocation of profits by issuing bonus shares for a nominal amount corresponding to such profits.

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The proposed amendments to art. 23 of the By-laws examined herein do not entitle shareholders to withdraw if they have not approved the related resolution, since such amendments do not constitute any of the circumstances for withdrawal identified in art. 2437 of the Italian Civil Code.

The Board of Directors therefore submits the following proposal for your approval:

"In view of the report prepared under art. 125-ter of Legislative Decree 58 dated 24 February 1998 and articles 72 and 92 of the CONSOB Regulation 11971/99, the Extraordinary Shareholders' Meeting of Prysmian S.p.A.

resolves:

1. to amend art. 23 of the By-laws as follows:

Article 23 – Annual financial statements and profits
The Company's fiscal year shall end on December 31 of each year.
At the end of each fiscal year, the management body shall draft the annual Financial Statement (Balance Sheet, Profit and Loss Account and Notes to the Accounts) and shall present the statements to the Shareholders' Meeting for the relevant resolutions, together with the other documents required by applicable law.
The net profits shown on the Balance Sheet duly approved by the Shareholders' Meeting shall be allocated as follows: <ol style="list-style-type: none"> (i) 5% (five per cent) to the legal reserve until this reaches an amount equal to one-fifth of the share capital; (ii) the remainder shall be available for distribution by the Shareholders' Meeting as it deems appropriate.
The Board of Directors may, during the course of the fiscal year and within legal limits, distribute interim dividends to the shareholders.
All dividends not collected within five years from the day on which they become due and payable shall revert to the Company.
The Shareholders' Meeting may also resolve, in accordance with art. 2349 of the Italian Civil Code, an extraordinary allocation of profits by issuing bonus shares for a nominal amount corresponding to such profits.

2. to grant the Company's current legal representatives severally, the widest powers to comply with all formalities needed to file the resolutions adopted with the Company Registrar and to make any amendments, changes or additions to the present resolution that might be necessary or nonetheless requested by the competent authorities."

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