

**Prysmian S.p.A.**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
HELD ON APRIL 14<sup>TH</sup> 2011**

**Summary report of the votes upon the items of the Shareholders' Meeting 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.

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	119,085,483
<b>Against</b>	0
<b>Abstained</b>	3,020

2. Resolutions under art.2386 of the Italian Civil Code; resolutions related thereto.

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	116,277,432
<b>Against</b>	2,488,232
<b>Abstained</b>	322,839

3. Determination of emoluments of the Board of Directors for financial year 2011.

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	118,762,645
<b>Against</b>	297,966
<b>Abstained</b>	27,892

4. Incentive plan: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	85,315,972
<b>Against</b>	33,565,011
<b>Abstained</b>	207,520

o O ° 0 ° O o

#### **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".

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	93,127,469
<b>Against</b>	25,931,985
<b>Abstained</b>	29,049

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

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	117,093,689
<b>Against</b>	1,966,922
<b>Abstained</b>	27,892

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

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	118,935,657
<b>Against</b>	83,754
<b>Abstained</b>	69,092

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

<b>Shares represented at Shareholders' Meeting</b>	119,088,503, equal to 55.553% of the share capital
<b>Voting Shares</b>	119,088,503, equal to 55.553% of the share capital
<b>In favor</b>	80,131,612
<b>Against</b>	38,886,642
<b>Abstained</b>	70,249

