

REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER TWO OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 16 APRIL 2014, UPON THE APPOINTMENT OF A DIRECTOR, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

Appointment of Director; related resolutions.

Shareholders,

with reference to the second item of the agenda of the Ordinary Meeting, you are invited to resolve upon the appointment of a member of the Board of Directors.

In this regard it is reminded that, following to the resignation of Mr. Frank Dorjee, who has also played a managerial role in Prysmian in his capacity as Chief Strategy Officer, the Board of Directors, with the consent of the Board of Statutory Auditors and pursuant to article 2386 paragraph 1 of the Italian Civil Code, had co-opted on 25 February 2014 Mr. Massimo Battaini, the Executive Vice President of Business Energy Projects of Prysmian Group.

Regarding to the replacement of a Director, the article no. 14 of the Company's By-laws provides that *"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..."*, according to the applicable law in matter of both independence requirements and balance of the genders.

With this regard, Mr. Dorjee was elected from the list of candidates presented by the Board of Directors, being the list voted by the majority of those eligible to attend the Shareholders' Meeting held on 18 April 2012. The Board of Directors, during the meeting held on 25 February 2014, took note of the lack of unelected candidates, on the slate on which Mr. Dorjee had been elected, available to serve as a Director. The Board therefore voted unanimously to replace Mr. Dorjee with another Prysmian Group's manager.

Considering the above and pursuant to art.2386, paragraph 2, of the Italian Civil Code, the term of office of Mr. Battaini will expiry with the first Shareholder's Meeting and therefore the Board of Directors is going to submit to the Shareholders' Meeting the following proposals:

- to satisfy the requirement to have eleven members in the Board of Directors, as per the decision taken by the Shareholders' Meeting held on April 18th, 2012,
- to appoint Mr. Massimo Battaini as Director, who will be in charge until the expiring date scheduled for the others members of the Board of Directors, therefore until the approval of the financial statement at 31st December 2014.

It is remind that, pursuant to article 14 of the Company's By-laws, as not the entire Board of Directors has to be appointed, the Shareholders' Meeting will adopt the related resolution by legal quorum, not being applicable the slate voting mechanism.

The *Curriculum Vitae* and the declarations issued by Mr. Massimo Battaini (regarding: (i) their willingness to accept the charge; (ii) the existence of no reasons why they are ineligible or incompatible for the position; (iii) their possession of the competence and integrity requirements provided under the applicable laws) are attached to this document and are available at the Company's seat and on the website www.prysmiangroup.com at Investor Relations/Shareholders Information/Shareholders' Meeting section.

Granted all the above, we submit to your approval the following proposal of resolution:

“The Shareholder’s Meeting, after reviewing the descriptive report of the Board of Directors and, acknowledging the expiration of the charge of a director as well as the provisions of the By-Laws and of Article 2386 of the Italian Civil Code, considering the need to satisfy the requirement to have eleven members in the Board of Directors, as per the decision taken by the Shareholders’ Meeting held on April 18th, 2012,

resolves

to appoint as member of the Board of Directors of the Company:

- *Mr. **Massimo Battaini**, born at Varese (Italy) on 1st August 1961.*

The office of the appointed member of the Board of Directors will expire together with that of the directors currently in charge and, therefore, until the approval of the financial statement at 31st December 2014.”

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DECLARATION

The undersigned Massimo Battaini, who was born in Varese on 1st August 1961 and is a candidate for appointment to the Board of Directors of Prysmian S.p.A. by the Ordinary Shareholders Meeting convened for 16 April 2014 in a single meeting and pursuant to the following applicable provisions,

ACCEPTS

the candidacy for board member of Prysmian S.p.A. and

DECLARES

under his 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 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 Legislative Decree 58 of 24 February 1998;
- that he is aware of the consequences ensuing from any deviation from these requirements pursuant to the applicable laws and regulations.

The undersigned will immediately communicate any changes in the information provided with this declaration and authorizes the publication of the information and the data contained in his *curriculum vitae*.

Milan, 25 February 2014

signed by Mr. Massimo Battaini

Attachment
Curriculum vitae

Massimo Battaini: *curriculum vitae*

Massimo Battaini has been Executive Vice President Energy Projects of Prysmian Group since January 2014. He has a degree in Mechanical Engineering from the Polytechnic University of Milan and an MBA from SDA Bocconi (Milan). He started his career in Pirelli Group in 1987 and held various positions in R&D and Operations over an 18-year period. After running the Business Development department for two years, covering the three Business Divisions of Tyres, Energy Cables and Telecom Cables, in 2002 he became Operations Director of Energy Cables and Telecom Cables for Pirelli Group. In 2005 he was appointed CEO of Prysmian UK and in 2011 Chief Operating Officer of Prysmian Group.

Main offices held

Prysmian PowerLink S.r.l. (*)	Chairman of the Board of Directors
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(*) a Prysmian Group company