

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

BY POST or FAX (+39) 02.6449.50615

SHAREHOLDER MEETING ATTENDANCE PROXY FORM

The undersigned¹

* 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

* 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

* 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:

- **Tuesday 13 April 2010**, at 14.30, in *first call* in ordinary and extraordinary session, or if necessary,
- **Wednesday 14 April 2010**, at the same time and place, in *second call* in extraordinary session, or if necessary,
- **Thursday 15 April 2010**, 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 prepared under art. 2370 of the Italian Civil Code
 (*) 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 must be received in original (by post or from the proxyholder).

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 in a written form, it must be signed and dated and the name of the proxyholder must be entered by the shareholder and not by others;
2. the proxy may be granted only for one individual shareholders' meeting, or its subsequent calls, unless it is:
 - (i) a general power of attorney or
 - (ii) a power of attorney granted by a company, association, foundation or other collective entity or institution ("**Entity**") to one of its employees;
3. in the case of 2 (i) and 2 (ii) above and whenever the shareholder is an Entity, a copy of the documentation giving the power of attorney must be appended to the proxy form for retention in the Company's records;
4. the proxyholder cannot delegate this authority or be replaced, unless the shareholder has explicitly granted such power and specified the name of the replacement;
5. if the proxy is granted to an Entity, this may delegate only a person who is one of its own employees or staff;
6. the proxy can be issued to a person who is not a shareholder of Prysmian S.p.A.;
7. the proxy cannot be granted to directors, statutory auditors or employees of Prysmian S.p.A. or to companies under its control or to directors, statutory auditors or employees of companies under its control; in addition, the proxy cannot be granted to the appointed independent auditors, or to partners, directors, statutory auditors or employees of the same, or to the stock registrar;
8. the proxyholder cannot represent more than 200 shareholders (unless a proxy request or collection process is in progress);
9. in the case of joint share ownership, the proxy form must always be signed by all joint owners even if the proxy is one of the joint owners.

For more details or information on procedures for attending the shareholders' meeting of Prysmian S.p.A., please contact Legal and Corporate Affairs (via e-mail at: affari.societari@prysmian.com).

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 authorised to process it 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 or 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.