

**AUDITORS' REPORT ON THE REVIEW OF THE CONDENSED
CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS OF 30 SEPTEMBER
2010**

To the Board of Directors of
Prysmian SpA

Introduction

We have reviewed the accompanying condensed consolidated interim financial statements of Prysmian SpA and its subsidiaries (Prysmian Group) included in the Prysmian Group Third Quarter Report 2010, comprising the statement of financial position as of 30 September 2010, the income statement and the statement of comprehensive income for the three-month and nine-month periods then ended, the statement of changes in equity and the statement of cash flows for the nine-month period ended 30 September 2010 and the related explanatory notes (the "Condensed Consolidated Interim Financial Statements as of 30 September 2010"). Prysmian SpA Directors are responsible for the preparation of these condensed consolidated interim financial statements in accordance with the international accounting standard (IAS 34), applicable to interim financial reporting, as adopted by the European Union. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

Our review has been performed as required by the Netherlands regulation in respect to the Offer Memorandum dated 5 January 2011 prepared by Prysmian SpA in relation to the recommended mixed exchange and cash offer for all the issued and outstanding ordinary shares with a nominal value of Euro 0.50 each in the share capital of Draka Holding NV.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

The accompanying Condensed Consolidated Interim Financial Statements as of 30 September 2010 present as comparative data the statement of financial position as of 31 December 2009, the income statement and the statement of comprehensive income for the three-month and nine-month periods ended 30 September 2009, the statement of changes in equity and the statement of cash flows for the nine-month period ended 30 September 2009. Regarding the comparative data of the consolidated statement of financial position as of 31 December 2009, reference should be made to our report dated 12 March 2010. Comparative information of the condensed consolidated interim financial statements as of 30 September 2009 and for the three-month and nine-month periods then ended has not been subjected to limited review procedures and therefore our conclusions are not extended to such information.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the Condensed Consolidated Interim Financial Statements as of 30 September 2010 have not been prepared, in all material respects, in accordance with the international accounting standard (IAS 34), applicable to interim financial reporting, as adopted by the European Union.

Emphasis of matter

As described in the explanatory note 18 “Contingent liabilities” to the Condensed Consolidated Interim Financial Statements as of 30 September 2010, during 2009, the European Commission and other regulatory authorities initiated an investigation on the Prysmian Group and on other electrical cable manufacturers aimed at assessing the existence of price fixing agreements in the high voltage land and submarine cables business. At the current stage, the outcome of the investigation is still uncertain; in the event of ascertained breaches of applicable price fixing laws and regulations, the penalties levied could be significant to the Prysmian Group.

Milan, 7 January 2011

PricewaterhouseCoopers SpA



Fabio Facchini
(Partner)