

## Notice of Shareholders' Meeting

Shareholders are convened to an Ordinary and Extraordinary Shareholders' Meeting to be held in Via Filodrammatici 3, Milan (at the premises of Mediobanca) on:

- **Tuesday, 13 April 2010** at 14.30, in *first call* in ordinary and extraordinary session;
- **Wednesday 14 April 2010**, at the same time and place, in *second call* in extraordinary session;
- **Thursday 15 April 2010**, at the same time and place, in *second call* in ordinary session and in *third call* in extraordinary session;

to discuss and resolve on the following

### Agenda

#### Ordinary session

1. Financial statements at 31 December 2009; Directors' report and proposed allocation of profit for the year; report by the Board of Statutory Auditors; report by the Independent Auditors; related resolutions.
2. Appointment, after determining annual emoluments, of the Board of Statutory Auditors and its Chairman for financial years 2010/2011/2012.
3. Decisions arising from Directors' vacation of office.
4. Determination of emoluments of the Board of Directors for financial year 2010.
5. Incentive plans: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.

#### Extraordinary session

1. Extension of the term for subscribing to the capital increase resolved by the Shareholders' Meeting on 30 November 2006, which serves the Stock Option Plan approved at the same meeting. Consequent amendment of art. 6 of the By-laws "Capital and shares".

#### **Appointment of the Board of Statutory Auditors**

Art. 21 of the By-laws requires the Board of Statutory Auditors to be appointed on the basis of slates presented by shareholders. Consequently, shareholders who, alone or together with others, own shares representing at least 2% of share capital with voting rights, as established by CONSOB Resolution no. 17148 dated 27 January 2010, may present slates for the appointment of the Board of Statutory Auditors. These candidate slates must be filed at the Company's registered office at least 15 days prior to the date set for the Ordinary Shareholders' Meeting in first call. The following documents must also be filed within the same deadline:

- (i) information relating to the identity of the shareholders who have presented the candidate slates, indicating the total percentage of shares owned and a certification attesting this ownership;
  - (ii) a statement by these shareholders that they have no connection with shareholders or groups of shareholders with a controlling or majority interest in the Company;
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- (iii) a curriculum vitae containing each candidate's personal and professional details, as well as details of appointments held as a director or statutory auditor in other companies;
- (iv) a statement by each candidate confirming that there are no reasons why he/she is ineligible or incompatible for the position, that he/she meets the requirements for the office of statutory auditor, as set out in law and the Company's By-laws, and that he/she accepts his/her candidacy.

If only one slate of candidates is presented by the above deadline, or if the slates presented are only by connected shareholders, the slate presentation deadline will be extended by five calendar days and the minimum shareholding for presenting slates will be reduced to 1% of share capital. Shareholders are invited to take account of the recommendations contained in CONSOB Communication DEM 9017893 dated 26 February 2009 on the "Appointment of members of the board of directors and board of statutory auditors".

#### **Appointment of Directors**

Art. 14 of the By-laws states that in the event of reconstituting the membership of the Board of Directors, the slate voting mechanism does not apply, meaning that the Shareholders' Meeting adopts the related resolution by majority vote provided the legal quorum has been met. Any proposed candidate names can still be filed at the Company's registered offices in Viale Sarca 222, Milan.

#### **Attendance at the meeting**

Art. 11 of the By-laws states that all holders of voting rights may attend or be represented at Shareholders' Meetings provided the certificate issued by authorised intermediaries under art. 2370, par. 2 of the Italian Civil Code has reached the Company's registered office at least 2 working days before the date of the first call of the meeting; such certificate may not be withdrawn until after the meeting has taken place. In order to facilitate confirmation of their entitlement to vote, the holders of voting rights are requested to display a copy of the certificate sent by the respective intermediaries to the Company, which such intermediaries must give them in compliance with applicable laws and regulations.

Every shareholder may be represented at the Shareholders' Meeting by issuing a written proxy, except for incompatibilities and restrictions provided in law. A proxy form complying with current legal requirements must be reproduced at the end of each copy of the certificate that intermediaries are required to issue to shareholders; another type of proxy form can be found on the Company's website at [www.prysmian.com](http://www.prysmian.com) or from its registered office.

The Company's subscribed and paid-in share capital is Euro 18,123,503.90, consisting of 181,235,039 ordinary shares, each with a nominal value of Euro 0.10 and each carrying the right to one vote. The Company holds 3,028,500 of its own shares at the current date.

#### **Documentation**

The Board of Directors' proposals relating to the items on the agenda, including the Parent Company and Consolidated Financial Statements at 31 December 2009 and relevant reports, will be made available to the public in the legally required term at the Company's registered offices, at Borsa Italiana S.p.A. and on the Company's website at [www.prysmian.com](http://www.prysmian.com).

Considering the current Shareholders' structure of the Company, the Shareholders' Meeting is expected to be held, both in ordinary and extraordinary session, on **April 15<sup>th</sup>, 2010**.

Milan, 12 March 2010

The Chairman of the Board of Directors  
Dott. Paolo Zannoni

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