

EXPLANATORY REPORT BY THE ADMINISTRATIVE BODY ON THE PROPOSAL PURSUANT TO THE THIRD, FOURTH AND FIFTH ITEMS ON THE AGENDA OF THE ORDINARY PART OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. HELD ON 16 APRIL 2015, CALLED TO RESOLVE ON THE RENEWAL OF THE BOARD OF DIRECTORS, PREPARED IN ACCORDANCE WITH ART. 125-TER OF ITALIAN LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED

3. **Determination of the number of members of the Board of Directors.**
4. **Determination of the term of office of the Directors.**
5. **Appointment of the Directors.**

RECITALS

Dear Shareholders,

With reference to the third, fourth and fifth items on the agenda, you are asked to kindly resolve on the appointment of the Board of Directors, following determination of the number of its members and of the period for which the Directors to be appointed shall remain in office. In actual fact, the Board of Directors currently in office had been appointed by the Ordinary Shareholders' Meeting of 18 April 2012, which had established the term of office as three financial years and shall therefore expire due to termination of office upon approval of the financial statements as at 31 December 2014.

The Board of Directors in office consists of eleven Directors, nine of whom elected from the slate submitted by the outgoing Board of Directors, which was the most voted slate, and two elected from the slate submitted by the shareholder Clubtre S.p.A., which was the second most voted slate in the Shareholders' Meeting, after that submitted by the Board of Directors.

In order to enable a suitable assessment of the proposals described below in relation to the renewal of the administrative body of Prysmian S.p.A., it should be noted that:

- Pursuant to art. 14 of the Company's By-laws: "*The Company shall be managed by a Board of Directors of not less than 7 (seven) members nor more than 13 (thirteen) members, shareholders or not, who shall hold the office for a maximum period of three fiscal years and until the Meeting approving the Financial Statements for the last fiscal year of their office has been convened. They may be re-elected*".
- Pursuant to the same art. 14 of the Company's By-laws, by making reference to the provisions of art. 147-ter, par. 4 (four) of Legislative Decree No. 58/98 (Consolidated Law on Finance) at least one of the Directors — or two if the Board of Directors is composed by more than seven members — must fulfil the independence requirements provided for Statutory Auditors under Art. 148, paragraph 3 (three), of the Consolidated Law on Finance.
- The Board of Directors shall be appointed, in compliance with regulations concerning gender balance, as follows: the least represented gender must, therefore, account for at least one fifth of the Directors elected, as, for Prysmian S.p.A., this is the first renewal of the administrative body since the coming into force of Italian Law no. 120 of 12 July 2011, which introduced the regulation on gender balance in corporate bodies of listed companies, establishing that the new regulations shall apply as from the first renewal of the corporate bodies one year after the date on which the Law came into force.

In light of the above, it should be recalled that on 25 February 2015, the outgoing Board of Directors resolved, without involving the two Directors elected in the 2012 shareholders' meeting from the slate submitted by the shareholder Clubtre S.p.A. in the decision, to submit its own slate of eleven candidates to the office of director.

3. DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.

The number of eleven candidates to be included in the slate to be submitted by the outgoing Board of Directors is also intended as a proposal to the Shareholders' Meeting to determine the effective number of members of the new Board of Directors.

This number, in compliance with the limits set forth by the By-laws, has in fact been considered as suitable for the need to establish the internal committees that the new Board of Directors wishes to establish, whilst also guaranteeing the efficient and effective functioning of the administrative body and ensuring that the Board includes suitable professional figures.

It is also considered that the number of eleven Directors suffices to guarantee a correct balance of executive directors, using the term to mean those with powers of representation and delegated powers concerning operating decisions, and non-executive directors possessing the independence requirements envisaged both by the Consolidated Law on Finance and the Self-Regulatory Code for listed companies issued by Borsa Italiana (the "Self-Regulatory Code") necessary for the membership and operation of the internal committees.

If the Shareholders' Meeting believes the number of eleven members of the Board of Directors to be appropriate, it should be recalled that at least two of the Directors elected must fulfil the independence requirements provided for Statutory Auditors under Art. 148, paragraph three of the Consolidated Law on Finance and that at least three Directors must be of the gender least represented.

In light of the above, please find herewith the following proposed resolution for your approval:

"The Shareholders' Meeting

RESOLVES

to determine that the number of members of the Board of Directors shall be 11 (eleven)".

4. DETERMINATION OF THE TERM OF OFFICE OF THE DIRECTORS.

In considering that three years is an appropriate term of office for the Board of Directors in respect of the need for multi-year planning of the Prysmian Group policies, the outgoing Board of Directors has ruled in favour of confirming this term for the new Board of Directors to be appointed by the Shareholders' Meeting.

In light of the above, please find herewith the following proposed resolution for your approval:

"The Shareholders' Meeting

RESOLVES

to establish that the term of office of the Directors appointed by the Shareholders' Meeting shall be three financial years; said Directors shall therefore remain in office until the Shareholders' Meeting convened to approve the financial statements as at 31 December 2017".

5. APPOINTMENT OF THE DIRECTORS.

As already disclosed to the public on 25 February 2015 and recalled above, the outgoing Board of Directors has resolved to submit its own list of candidates to the office of director, without involving the two Directors elected in the 2012 shareholders' meeting from the slate submitted by the shareholder Clubtre S.p.A. in the decision.

In determining the members of its slate of candidates, the outgoing Board of Directors first and foremost considered the public company structure of the Company, in particular the lack of any reference shareholder, who normally sponsors the slate that obtains the majority of votes in the shareholders' meeting. The Board of Directors has thus decided to cope with this situation by itself submitting a slate of candidates comprising first and foremost the executive directors, namely the Company's and the Prysmian Group's senior managers, believing that their presence on the administrative body of a public company is particularly important in terms of maintaining a useful, continuous dialogue between the independent directors and the Company's management, which had already been established during the previous terms.

On the strength of the experience accrued during the last three years, the Board of Directors has also considered that the current size of the Board is appropriate to ensure a simple, profitable management of the Board's activities and its efficient functioning. More specifically, the current ratio of executive directors (presently four) and non-executive, independent directors (presently seven) was considered as a suitably-balanced mixture, in line with the Company's public company structure. The large number of non-executive, independent directors (more than half of all Directors) with their different characteristics and profiles is also seen as a guarantee for the Shareholders, as well as excellent support for management in operating the business.

Starting from this basis, which has led the outgoing Board of Directors: (i) to formulate a proposal to the Shareholders' Meeting for the appointment of eleven Directors; (ii) to submit its own slate of candidates fulfilling the characteristics of the slate generally submitted by the majority shareholder; and (iii) to consider the membership of the Board, namely four executive directors and seven non-executive, independent directors as suitable, it has performed a verification and selection process that resulted in the definition of a slate of candidates including the four executive directors already in office and three of the independent directors already in office, in line with the slate of candidates submitted by the outgoing Board to the Shareholders' Meeting on 18 April 2012, and which was the slate that received the most votes. Additionally, four more candidates have been selected, all fulfilling the requirements to be classified as independent directors.

All seven candidates of the slate to be submitted by the outgoing Board, which, if appointed, shall be identified as non-executive directors fulfil the requirements for classification as independent directors in accordance with Art. 148, paragraph 3 of the Consolidated Law on Finance; six of them also fulfil the requirements for classification as independent directors in accordance with the Self-Regulatory Code.

The members on the slate to be submitted by the Board of Directors have been selected also taking into account gender balance rules, as required for the members of the administrative bodies of listed companies. If said slate should obtain the majority of votes, the aforementioned rules would be complied with regardless of the gender of any Directors taken from other competing slates.

In preparing its slate of candidates, the outgoing Board of Directors considered both the direct evaluations by the Board and the results of the self-assessment activities carried out by the Board in compliance with the recommendations laid down by the Self-Regulatory Code, with the support and contribution of the Nomination and Remuneration Committee.

The criteria used in defining the slate also include the fact that the Board considered the managerial experience of each candidate in listed and other companies or in any case companies of a comparable size to those of the Prysmian Group and of international relevance. In making the selection, the choice was made to prefer candidates who were believed to be able to make an effective contribution to the strategic and industrial decisions, due to their experience accrued in high profile industrial or financial contexts.

The Board of Directors has also positively evaluated both the level of cohesion between the current Directors and their increased knowledge of the business in which the Prysmian Group operates, as far as possible seeking to preserve them for the forthcoming board appointment.

Finally, the Board of Directors has chosen not to express an opinion on the maximum number of offices that may be compatible with an effective fulfilment of the office of Company Director, insofar as it considered that this evaluation must be made first and foremost by the shareholders when designating the Directors and, thereafter, by the individual Director upon accepting the office.

The above-described criteria applied by the outgoing Board of Directors to define its slate of candidates may also be considered as guidance – in accordance with the requirements of Art. 1.C.1, letter h) of the Self-Regulatory Code, on the professional figures whose presence in the Board is considered appropriate – for those entitled who wish to submit competing slates of candidates.

In accordance with the Company's By-laws, the slate of the outgoing Board of Directors is filed with the Company's office within the thirtieth day before the date set for the Shareholders' Meeting, and made publicly available, together with any slates as may be submitted by entitled Shareholders, at the company's registered office, on the Company's website www.prysmiangroup.com and in the other ways envisaged by CONSOB at least twenty-one days before the date of the Shareholders' Meeting, i.e. by 26 March 2015.

For those entitled to do so and wishing to submit competing slates for the appointment of Directors and those entitled who will be attending the Shareholders' Meeting on 16 April 2015, please note the following:

Submission of the slates of candidates to the office of director.

Pursuant to art. 14 of the Company's By-laws, the directors are appointed on the basis of slates, in which the candidates must be listed with a sequential number.

The outgoing Board of Directors is entitled to present slates, as are those Shareholders who, alone or together with other Shareholders, represent at least 1% of ordinary share capital (threshold set by CONSOB by means of resolution no. 19.109 of 28 January 2015). As far as slates presented by Shareholders are concerned, ownership of the minimum shareholding needed to present such slates is determined on the basis of shares registered to such Shareholders on the day the slates are filed with the Company. The related note can be produced even after filing, provided by 26 March 2015.

The slate presented by the outgoing Board of Directors must be filed with the Company's registered office within the thirtieth day before the date set for the Shareholders' Meeting, i.e. by 17 March 2015. **Slates presented by Shareholders, signed by those presenting them, must be filed, at least twenty-five days before the date of the Shareholders' Meeting, at the**

Company's registered office, i.e. by Sunday, 22 March 2015, extended to Monday, 23 March 2015, as the first working day after the expiring date, or sent by email to corporate-pryspa@pec.prysmian.com, by the same day. They shall be made publicly available at the registered office, on the Company's website www.prysmiangroup.com and in the other ways envisaged by Consob at least twenty-one days before the date of the Shareholders' Meeting. Each Shareholder can present or contribute to the presentation of only one slate and each candidate may appear on only one slate, otherwise they shall be disqualified. **The first and the second candidate on each slate must fulfil the independence requirements set out in applicable laws. In addition, the slates which present a number of candidates equal to, or greater than, three must be composed of candidates belonging to both genders so that the less represented gender is at least one third (rounded upwards) of the candidates.**

Each slate must be filed together with acceptances by each candidate of their candidacy and declarations in which they state, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed for the position. The declarations must be filed together with a curriculum vitae for each candidate containing full information about their personal and professional characteristics, indicating the positions held in other companies as directors and statutory auditors and, if the conditions are satisfied, whether they meet the independence requirements set out in art. 148, par. 3, of the Consolidated Law on Finance and in the Self-Regulatory Code.

Any changes that occur up to the date of the Shareholders' Meeting must be promptly notified to the Company.

Slates submitted without complying with the foregoing provisions shall be disregarded.

Lastly, Shareholders intending to present slates for the appointment of members of the Board of Directors are invited to take into account the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009.

Independence requirements

It should be remembered that the first two candidates to be included in the slates to be submitted for the appointment of Directors must fulfil the independence requirements prescribed for statutory auditors by Art. 148, paragraph three of the Consolidated Law on Finance. Each candidate must also specify if they fulfil the requirements for classification as independent director in accordance with the Self-Regulatory Code. To this end, it should be noted that the Board of Directors has identified its own criteria to assess the relevance of any commercial, financial or professional relations between directors and the Company or its subsidiaries. Reference should therefore be made to said criteria in the Report on Corporate Governance and Ownership Structure (section 4.6) of Prysmian S.p.A. or on the website www.prysmiangroup.com, in the section Investor Relations/Shareholder Information/Shareholders' Meetings.

The same section of the website also provides, to the benefit of candidates to the office of Director, a form to be used when submitting candidacy in order to declare acceptance of candidacy, the certificate of no grounds for ineligibility and incompatibility and possession of the requirements set forth by the law and the Self-Regulatory Code.

Voting procedure for the appointment of members of the Board of Directors.

If a single slate is presented or if no slate is presented, the Shareholders' Meeting shall vote with the legal quorum required by applicable laws.

If two or more slates are validly presented, the Board of Directors shall be elected as specified below:

- [a] five-sixths of the Directors to be elected shall be chosen from the slate that obtains the majority of the votes cast, in the order in which they are listed on the slate; in the event of a fractional number, it shall be rounded down to the nearest whole number;

- [b] the remaining Directors shall be taken from the other slates. For this purpose the votes obtained by the slates shall successively be divided by one, two, three and four according to the number of Directors to be chosen. The quotients thus obtained shall be assigned to the candidates on each slate in the order specified thereon. The quotients given to each candidate on the various slates shall be given in a single decreasing ranking. Those who have obtained the highest quotients shall be elected. If more than one candidate has obtained the same quotient, the candidate from the slate that has not yet elected any Directors or that has elected the smallest number of Directors, shall be elected. All this is on the understanding that at least one director shall be taken from a slate, if presented and voted, presented by shareholders who are not connected, either directly or indirectly, with those who presented or voted for the slate that obtained the majority of votes cast. If none of such slates has yet elected a Director or each one of them has elected the same number of Directors, the candidate from the slate that obtained the largest number of votes shall be elected. If the different slates have received the same number of votes and their candidates have been assigned the same quotients, a new vote shall be held by the entire Shareholders' Meeting and the candidate obtaining the simple majority of the votes shall be elected.
- [c] If the election of the candidates by the means described above does not ensure a composition of the Board of Directors which complies with gender balance rules, the candidate of the most represented gender, who is elected last in progressive order within the slate that received the highest number of votes, shall be replaced by the first candidate of the less represented gender, who is not elected from the same slate, according to the progressive order. This replacement process shall be implemented until the composition of the Board of Directors complies with gender balance rules. Finally, if this procedure does not provide the result specified above, the replacement shall be implemented by means of a resolution approved by a relative majority of the Meeting, following the submission of candidates belonging to the less represented gender.

In light of the above, you are asked to kindly express your vote in favour of the slate of candidates to the office of Director of Prysmian S.p.A. presented by the outgoing Board of Directors and that will be published in accordance with Law and By-Laws provisions.

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