



**LONG-TERM MANAGEMENT INCENTIVE PLAN
2011-2013**

INFORMATION DOCUMENT

(pursuant to Article 114-bis of Legislative Decree 58/98 and Article 84-bis, Paragraph 1, of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified and integrated)

**ORDINARY GENERAL SHAREHOLDERS' MEETING
of
PRYSMIAN S.P.A.**

Milan, 12 and 14 April 2011

DEFINITIONS

Below are listed the terms used in this document and the relative definitions.

MEETING	Indicates the Shareholders' Meeting of Prysmian S.p.A.
SHARES	Indicates the ordinary shares of Prysmian S.p.A. with the par value of Euro 0.10 each
ANNUAL BONUS	Variable part of the salary of each Participant connected to achievement of the predetermined objectives referred to a period of one year
REMUNERATION AND NOMINATION COMMITTEE	Indicates the Remuneration and Nomination Committee established within the Board of Directors pursuant to Art. 7 of the Corporate Governance Code adopted by Borsa Italiana S.p.A.
PERFORMANCE CONDITIONS/OBJECTIVES	Indicates the objectives of an economic-financial nature established for the exercise of the Options relative to the Plan
BOARD	Indicates the Board of Directors of Prysmian S.p.A.
DATE OF INITIAL ALLOCATION	Date on which the Board will identify the Participants and will define the allocation of the Options.
EMPLOYEES	The employees of the Group, as defined below, serving at the time the plan is implemented, that are not in a probationary period, nor have received any notice of resignation, dismissal or consensual termination of the Employment Relationship and who maintain this status until the end of the Plan.
INFORMATION DOCUMENT	This Information Document, prepared pursuant to and in accordance with Art. 114 bis of the Financial Services Act (TUF) and Art. 84-bis, paragraph 1, of the Issuers' Regulations
GROUP	Prysmian and its Subsidiaries and Affiliates, also in accordance with Art. 2359 Civil Code
OPTION	The right, assigned free-of-charge to the Participants, of underwriting Shares
PARTICIPANTS	Indicates the recipients of the Plan
EXERCISE PERIOD	The period during which the Participant has the right to exercise the Options and to underwrite a corresponding number of Shares
LOCK-UP PERIOD	Indicates the period of time following the exercise of the Options during which the Participants are not allowed to sell

	the Shares that they have underwritten
VESTING PERIOD	Period during which the Options cannot be exercised
PLAN	Indicates this Incentive Plan
EXERCISE PRICE	The amount of Euro 0.10, equal to the par value of the Shares, that the Participant must pay in order to exercise each Option assigned which involves the underwriting of newly-issued Shares resulting from a capital increase
PRYSMIAN or THE COMPANY	Prysmian S.p.A.
ISSUERS' REGULATIONS	Regulations adopted with Resolution No. 11971 of CONSOB on 14 May 1999, as subsequently modified and integrated
TUF-Financial Services Act	Indicates Legislative Decree No. 58/98, as subsequently modified and integrated

INTRODUCTION

This Information Document is the subject of a report for the meeting convened to deliberate on the long-term incentive plan for Prysmian's management for the 2011-2013 period.

The Information Document is published in order to provide the shareholders of the Company and the market with information on the Plan, pursuant to what is provided by Art. 84-bis of the Issuers' Regulations and in particular in conformity with Chart 7 of Attachment 3A of the Issuers' Regulations.

We wish to specify that the Plan must be considered "of particular significance" in accordance with Article 114-bis, paragraph 3 of the Financial Services Act and Art. 84-bis, paragraph 2 of the Issuers' Regulations.

The Plan consists in the allocation to the Participants of the right to receive from the Company Options to underwrite Shares, subject to the achievement of predetermined Performance Conditions relative to the 2011-2013 three-year period.

The proposal to adopt the Plan will be submitted for approval to the Ordinary General Shareholders' Meeting convened for 12 April 2011, in first convocation and for 14 April 2011, in second convocation.

On the date of this Information Document, the proposal for adoption of the Plan has therefore not yet been approved by the Meeting. This Information Document is prepared based on the proposal for adoption of the Plan approved by the Board of Directors on 3 March 2011.

This Information Document is made available to the public at the registered office of Prysmian S.p.A., Viale Sarca 222, Milan, at Borsa Italiana S.p.A., as well as on the Company internet site www.prysmian.com.

1. RECIPIENTS

1.1 Name of the recipients who are members of the Board of Directors of Prysmian

The plan includes the following recipients:

- Valerio Battista, Chief Executive Officer and General Manager,
- Pierfrancesco Facchini, Chief Financial Officer;
- Fabio Romeo, Chief Commercial Officer;
- Frank Dorjee, Chief Strategic Officer.

1.2 Categories of employees or contract workers of the financial instruments issuer and the parent companies or subsidiaries of said issuer

Additional recipients of the plan are Employees of companies of the Group in Italy and abroad, who are considered key staff. The maximum number of Employees who will be involved in the Plan will be around 250.

The Participants will have to join the co-investment plan of the Annual Bonus, as prerequisite for participation in the Plan. Participation in the Plan is voluntary.

1.3 Name of the persons who benefit from the plan who hold management positions indicated in Article 152-sexies, paragraph 1, letter c)-c.2

The Plan includes among the possible Participants also Mr. Massimo Battaini, Chief Operating Officer of the Group, a person who performs management duties with regular access to privileged information, in accordance with Article 152-sexies, paragraph 1, letter c)-c.2 of the Issuers' Regulations.

1.4 Description and number of all the executives who have regular access to privileged information and have the power to make management decisions which can affect the development and the future prospects of the issuer of the shares, indicated in Art. 152-sexies, paragraph 1, letter c)-c.2-c.3 and of the other possible categories of employees or contract workers for which different characteristics of the plan have been envisaged (for example, executives, supervisors, employees etc.)

With the exception of the recipients already listed in Points 1.1 and 1.3 above, the Plan does not provide for the participation of other Employees who hold the status of "relevant persons" in accordance with the definition in Art. 152-sexies, paragraph 1, letter c) – c.2 and c.3 of the Issuers' Regulations.

There are no categories of Employees or contract workers scheduled for which differentiated characteristics of the plan are envisaged. However, certain Employees may be included among the Participants of the Plan after the Date of Initial Allocation, with methods which will be defined during the implementation phase of the Plan.

2. REASONS FOR THE ADOPTION OF THE PLAN

2.1 and 2.1.1 Objectives which we intend to achieve through the assignment of the plans

Following the successful conclusion of the Public Offering of Purchase and Exchange of all the ordinary shares of the Dutch company, Draka Holding N.V., which took place on 8 February 2011, and led to the creation of a new industrial leading group in the industry of cables, with a global presence in more than 50 countries, approximately 90 plants and more than 20,000 employees, Prysmian intends to launch a new Long-Term Incentive Plan which will support the process of integration of the two companies:

The principal objectives of the Plan are therefore:

- To motivate people to reach long-term results, by creating value and synergies for the new Group,
- Develop a “one-company” identity through the definition of a common performance objective,
- Align the performance of the management of the new group with the expectations of the investors,
- Introduce an instrument of retention, coherent with the new organization and the new roles, by improving the levels of overall remuneration of the Key Managers,
- Reinforce the sustainability of the results obtained at the Group level, in conformity with the instructions of the Corporate Governance Code of listed companies promoted by Borsa Italian S.p.A. and which Prysmian has adopted.

The Plan has been positively received, during the session of 3 March 2011, by the Remuneration and Nomination Committee and approved on the same date by the Board of Directors.

Each Participant will be allocated a minimum and a maximum number of Options, defined by taking into account the levels of annual fixed and variable remuneration received by each Participant, in order to determine for each of them a remuneration package that is coherent and balanced overall in its various components and in the instruments used (cash/equity), also considering the position held by each Participant in the Group.

The Plan extends over a 3 year time period. This period was considered adequate in order to be able to reward the Participants based on tangible results connected to the integration.

2.2 Key variables and performance indicators

The possibility of exercising the Options assigned and the number of Options which can actually be exercised by each Participant, will be determined based on the achievement of Performance Objectives of an operating and economic-financial nature common to all the Participants and considered likely to affect the results of the Group (i.e. Ebitda, Free Cash Flow), as well as the performance of the stock. During the implementation phase of the Plan, Prysmian will define the indicators, the target level to which the exercise of the Options is connected and the methods of connection between the actual achievement of the Performance Objectives and the number of Options which can be exercised.

2.3 Assignment criteria

The minimum and maximum number of Options assigned to each Participant will be determined by evaluating both the actual capacity of each one to actively contribute to the achievement of the results, the evolution and the future prospects of the Company and the Group, and the remuneration received at the time of the allocation.

In any case, at the end of the Vesting Period, the exercise of the Options will be conditional on the achievement of the predefined aggregate Performance Objectives connected to it.

2.4 Reasons behind the possible decision to assign compensation plans based on financial instruments not issued by Prysmian

Not applicable since the Plan is only based on Prysmian shares.

2.5. Significant implications of a tax and accounting nature

All the Participants in the Plan are Employees of the Group.

Upon disbursement, the amounts relative to the Plan will be subject to the tax, social security and/or accounting legislation in effect at the time in each Country in which the Participants reside.

2.6. Possible support of the Plan by the Special fund to encourage employee participation in companies, in accordance with Art. 4, paragraph 112, of Law No. 350 of 24 December 2003

The Plan does not receive support from the Special fund to encourage employee participation in companies, in accordance with Art. 4, paragraph 112, of Law No. 350 of 24 December 2003.

3. APPROVAL PROCEDURE AND TIMETABLE FOR ALLOCATION OF THE INSTRUMENTS

3.1. Authority and duties delegated by the Meeting to the Board of Directors for the implementation of the Plan

On 3 March 2011, the Board of Directors, at the proposal of the Remuneration and Nomination Committee meeting held on the same date, deliberated to submit to the General Shareholders' Meeting, among other items, the approval of this Plan.

The Meeting will be asked to grant the Board all authority necessary and appropriate to establish and execute the Plan. In particular, purely as an example, the Board of Directors will have the authority, with the right to sub-delegate, to: (i) identify the beneficiaries from among the employees of the Prysmian Group and more specifically from among the members of the Board of Directors of Prysmian S.p.A. and the Employees of Prysmian S.p.A. and its Italian and foreign subsidiaries, as well as determine the quantity of Options to be allocated to each of them; (ii) establish the conditions in terms of results and/or the Performance Objectives to which the exercise of the Options will be subordinated; (iii) establish every other term and condition for the execution of the Plan; (iv) approve the regulations governing the Plan. All of this in conformity with the relevant instructions established in the Information Document.

3.2. Person in charge of the administration of the Plan

The organization responsible for the decisions referring to the Plan – except the prerogatives specific to the Shareholders' Meeting – is the Board of Directors of the Company, which will supervise the implementation of the Plan, the definition of the regulations and the operational management of the Plan. The Board of Directors will also be granted all the powers indicated, purely as an example, in the preceding point, with right to sub-delegate.

3.3. Existing procedures for the revision of the Plan also in relation to possible changes in the basic objectives

The Board of Directors, during the implementation phase, will determine the regulations of the Plan, based on which possible procedures for the revision of the Plan will be established.

3.4. Methods for determining and allocating the financial instruments on which the Plan is based

The Plan anticipates the allocation, free-of-charge, of Options valid for the subscription of Shares in the ratio of one Share for every Option exercised. These Shares could be own Shares or newly-issued Shares resulting from an increase in capital, excluding the right of option, in accordance with Art. 2441, paragraph 8, of the Civil Code.

The Shares assigned to the Participants through withdrawal from the supply of own Shares held by the Company, will be allocated free-of-charge, while the Shares assigned following the cited increase in share capital will be allocated to the Participants against payment of the Exercise Price.

The exercise of the Options, whether it determines the allocation of own Shares or newly-issued Shares, may occur at the end of the Vesting Period, provided the following conditions

are met: the Participant is still an Employee of the Group, the Performance Conditions provided for by the Plan have been reached and the Participant has accepted all the rules of the Plan, among which the co-investment of a quota of the Annual Bonus relative to 2011 and 2012, if disbursed. In case of failure to reach the Performance Conditions, the Participant will lose part of the co-investment made.

3.5. Role performed by each director in determining the characteristics of the Plan

The decision to promote the Plan, with the relative terms and conditions, was prepared by the Human Resources and Organization Department of Prysmian with the assistance of outside consultants and was submitted to the Remuneration and Nomination Committee for review on 3 March 2011, in conformity with what is recommended by the Corporate Governance Code of Listed companies issued by Borsa Italiana S.p.A.

The proposal was then approved by the Board of Directors on 3 March 2011, at the recommendation of the Remuneration and Nomination Committee, to then be submitted for approval by the Shareholders' meeting.

The resolution with which the Board of Directors approved the structure of the Plan and this Document was passed with the abstention of the Directors participating in the Plan.

3.6. Date of the resolution passed by the competent body in charge of submitting the proposed Plan to the Meeting

The Board of Directors, at the recommendation of the Remuneration and Nomination Committee, deliberated during the session of 3 March 2011 to submit the Plan for approval by the Shareholders' Meeting.

3.7. Date of the decision taken by the competent body regarding the allocation of the instruments.

Not applicable since, at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

3.8 Market price of the Prysmian share on the dates of the decisions relative to the proposed Plan and the allocation of the shares

As at 3 March 2011, the quotation on the Italian Equities Market managed and organized by Borsa Italiana S.p.A. of the ordinary shares of Prysmian was Euro 15.87.

3.9. Control measures adopted by the Company in case of possible time correspondence between the date of the disbursement and the circulation of relevant information in accordance with Art. 114, paragraph 1, of Legislative Decree No. 58 of 24 February 1998

The identification of possible control measures will be referred to the Board during the determination of the regulations governing the Plan, without prejudice to the fact that the execution of the Plan will take place, in any case, in full compliance with the obligations of information for which the Company is responsible, in order to guarantee transparency and parity of information to the market, as well as compliance with the procedures adopted by the Company.

4. CHARACTERISTICS OF THE INSTRUMENTS ASSIGNED

4.1 Description of the different forms of compensation plans based on financial instruments

The Plan involves the allocation, free-of-charge, of Options which give the Participants the right to underwrite Shares in the ratio of one Share for each Option exercised. This exercise will take place at the end of the Vesting Period, subordinate to the achievement of predetermined Performance Conditions and against the payment of the Exercise Price, for the portion of Shares assigned stemming from an increase in the share capital.

4.2 Period of actual implementation of the plan with reference also to possible different anticipated cycles

The first identification of the Participants and the relative allocation to them of the minimum and maximum number of Options is anticipated to occur during 2011 (Date of Initial Allocation). Considering that the Plan has as reference a three-year time period (2011-2013), the Options can be exercised in 2014, within 3 months from the anniversary of the Date of Initial Allocation which will be communicated to each Participant.

4.3 Expiration of the plan

If the Performance Objectives have been achieved, the exercise of the Options relative to the Plan will take place in 2014, within 3 months from the anniversary of the first date of allocation as covered in Point 4.2.

4.4 Maximum number of financial instruments allocated in each fiscal year

The Plan provides for the possibility of allocating in total, for the three-year period in question, a maximum number of approximately 5 million Options which would give the Participants the right to underwrite an equal number of Shares.

4.5 Methods and clauses of implementation of the Plan

The exercise of the Options relative to the Plan is subordinate to reaching the predetermined Performance Objectives (i.e. Ebitda, Free Cash Flow) which will be defined during the implementation of the Plan. The number of Options which can be exercised, identified in the range of Options allocated, will be connected to the level of Performance Objectives reached, as well as linked to the performance of the company's share price.

4.6 Availability restrictions affecting the instruments

The Options allocated to the Participants at the start of the Plan cannot be sold, assigned, subjected to other restriction or in any other way transferred and any sale, assignment, subjection to restrictions or transfer made violating this provision will be invalid and in any case will have no effect towards the Company.

For all or also for only some of the Participants, a Lock-Up Period will apply to a percentage of the Shares stemming from the exercise of the Options allocated which will be specified during the implementation of the Plan.

Additional information relative to the availability restrictions affecting the Shares will be

specified during the implementation of the Plan.

4.7 Possible conditions subsequent relative to the allocation of the plans in case the recipients carry out hedging operations enabling them to neutralize any prohibition to sell the financial instruments allocated

No conditions subsequent apply in the case in which the Participants carry out hedging operations enabling them to neutralize any prohibition to sell the Options allocated.

4.8 Description of the effects determined by the termination of the employment relationship

The right to exercise the Options relative to the Plan is subordinate, *inter alia*, to the condition that the Participant is an Employee of the Group under normal employment relations and the actual performance of work activity. During the implementation of the Plan, the regulations that will be defined by the Board will establish the different effects in case of termination of the work relationship, depending on the reason and the time when the termination may occur.

4.9 Indication of other possible causes for cancellation of the plans

Possible causes for cancellation of the Plan will be specified during the implementation phase of the Plan.

4.10. Reasons relative to the possible redemption of the financial instruments.

No right of redemption of the Shares by the Company shall apply.

4.11 Possible loans or other favourable terms for the purchase of the Shares

The granting of loans or other favourable terms for the purchase of the Shares is not provided for.

4.12. Evaluation of the expected burden for the company on the date of disbursement

On the date this Information Document was prepared there are no elements sufficient to provide reasonable evaluations on the expected burden for the Company, since it depends on various factors which cannot be estimated.

The administrative operating expenses of the Plan should be considered insignificant.

4.13 Possible dilutive effects on the capital caused by the compensation plans with particular reference to the allocation of shares

The increase in capital to be reserved for underwriting by the Employees of the Company and its subsidiaries totals a maximum of Euro 213,150, through the issue, also in several *tranches*, of a maximum number of 2,131,500 new Shares with a par value of Euro 0.10 each. As regards the dilutive effect of the operation, considering that at today's date the share capital of Prysmian is composed of 213,853,872 Shares, a maximum dilution of approx. 1% of the capital is estimated.

4.14 Possible limits for the exercise of the right to vote and the allocation of the

economic rights

No limits shall apply to the exercise of the right to vote and the allocation of the economic rights.

4.15. Information relative to shares not negotiated on regulated markets

Not applicable since the Shares are accepted for negotiation on the Italian Equities Market organized and managed by Borsa Italiana S.p.A.

4.16 Number of financial instruments underlying each option

Each Option assigned gives the right to purchase one Share.

4.17 Expiration of the options

The Options can be exercised in 2014, within the 3 months following the anniversary of the Date of Initial Allocation as provided in Point 4.2, which will be notified to each Participant. The Options that are not exercised during the Exercise Period will be considered lapsed and no longer effective.

4.18 Methods, timetable and clauses of exercise

The Options will have a “European” method of exercise.

The Options will be able to be exercised three years after the Initial Allocation Date; the Exercise Period will have a duration of three months. The exercise of the options is subordinate to reaching the predetermined Performance Conditions.

4.19 Exercise price of the option or methods and criteria for its determination, in particular relative to: a) the formula for the calculation of the exercise price relative to a given market price (so-called fair market value) and b) the methods for the determination of the market price taken as reference for the determination of the exercise price

The exercise of each Option will give the right to receive one Share. The Shares received by the Participants through withdrawal from the supply of own Shares held by the Company, will be allocated free-of-charge, while the Shares received following the increase in share capital will be allocated to the Participants, against payment of the Exercise Price, equal to the par value of the Company Share (0.10 Euro).

4.20 If the exercise price is not equal to the market price determined as indicated in Point 4.19.b (fair market value), reasons for this difference

The exercise of the Options is connected to reaching the Performance Objectives which are considered sufficient to affect the results of the Group, as well as the performance of the company's share price. For this reason, it is considered appropriate that the Exercise Price of the Options should be lower than the market price.

The number of rights allocated to the Participants will also be adequately proportioned to take into account the greater value stemming from an exercise price which is lower compared to the market price.

4.21 Criteria on the basis of which there are different exercise prices for the various persons and categories of recipients

Not applicable since differentiated criteria of determination of the price depending on the Participants are not provided for.

4.22 In the case in which the financial instruments underlying the options are not negotiated on regulated markets, indication of the value which can be attributed to the underlying instruments or the criteria for determining this value

Not applicable since the Shares are accepted for negotiation on the Italian Equities Market organized and managed by Borsa Italiana S.p.A.

4.23 Criteria for the adjustments made necessary following extraordinary operations on the capital or other operations which involve a change in the number of underlying instruments (increase in capital, extraordinary dividends, grouping or splitting of the underlying shares, merger or splitting, conversion to other categories of shares, etc.)

During implementation of the Plan and definition of the regulations, the methods for carrying out the adjustments necessary following extraordinary operations on the capital and other operations which involve a change in the number of underlying instruments will be defined.

The Table attached to Chart 7 of Attachment 3A of the Issuers' Regulations will be provided at the time the Options are allocated and updated from time to time during the implementation phase of the Plan in accordance with Article 84-*bis*, paragraph 5 letter a) of the Issuers' Regulations.

Milan, 3 March 2011

For the Board of Directors

Chief Executive Officer