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*This is a joint press release by Prysmian S.p.A. and Draka Holding N.V., pursuant to Article 17 paragraph 4 of the Decree on public offers Wft (Besluit Openbare Biedingen Wft, the **Decree**) in connection with the public offer by Prysmian S.p.A. for all the issued and outstanding ordinary shares in the capital of Draka Holding N.V. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Prysmian and/or Draka. Any offer is made only by means of the Offer Memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into directly or indirectly the United States, Canada, Japan and Australia.*

### **Final Offer results – 99.02% of ordinary shares Draka tendered for acceptance**

Milan, Amsterdam, 23 February 2011 – Reference is made to the press release of Prysmian S.p.A. (**Prysmian**) of 5 January 2011 whereby Prysmian announced to make an offer for all issued and outstanding ordinary shares of Draka (the **Shares**) at an offer price of EUR 8.60 in cash plus 0.6595 newly issued Prysmian ordinary shares (**New Prysmian Shares**) for each Share (the **Offer**) and the joint press release of Prysmian and Draka of 8 February 2011 whereby Prysmian declared the Offer unconditional (*gestanddoening*).

#### **Highlights**

- **99.02% of Shares tendered for acceptance**
- **Delisting to occur on 7 April 2011**
- **Squeeze-out procedure to start in due course**

#### **Post Closing Acceptance Period (*na-aanmeldingstermijn*)**

During the post closing acceptance period (*na-aanmeldingstermijn*) that ended on 22 February 2011 at 18:00 hours, Amsterdam time, 4,175,694 Shares were tendered for acceptance under the Offer, representing approx. 8.6% of the Shares (excluding any Shares held by Draka).

Together with the 44,064,798 Shares that were tendered during the initial offer period, the total number of Shares to be held by Prysmian shall amount to 48,240,492, representing 99.02% of the Shares (excluding any Shares held by Draka).

Furthermore, as a result of the acquisition of the 5,754,657 financing preference shares by Prysmian from ASR Levensverzekering N.V. and Kempen Bewaarder Beleggingsfonds 'Ducatus' B.V. on 1 March 2011, Prysmian shall hold 99.09% of the total issued and outstanding share capital of Draka.

### **Settlement**

With reference to the Offer Memorandum, holders of Shares (**Shareholders**) who accepted the Offer during the post closing acceptance period shall receive an amount in cash of EUR 8.60 plus 0.6595 New Prysmian Shares (the **Offer Price**) for each Share validly tendered (or defectively tendered provided that such defect has been waived by the Prysmian) and delivered (*geleverd*) under the terms and subject to the conditions and restrictions of the Offer.

Payment of the Offer Price per Share in respect of Shares tendered during the post closing acceptance period shall occur on 8 March 2011 (the **Second Settlement Date**).

### **Delisting**

As a result of the acquisition of more than 95% of the Shares by Prysmian, Prysmian and Draka jointly announce to the Shareholders that the listing and trading of the Shares on NYSE Euronext Amsterdam (**Euronext**) will be terminated.

In consultation with Euronext, it is decided that the last day of trading of the Shares will be on 6 April 2011. This means that the termination of the listing of the Shares shall be effectuated on 7 April 2011.

### **Squeeze-out proceedings**

Prysmian, holding more than 95% of the Shares, also intends to initiate a takeover squeeze-out procedure in accordance with article 2:359c of the Dutch Civil Code as soon as possible, in order to acquire the remaining Shares not tendered and not held by Prysmian. Further details will follow as circumstances require.

### **Further information**

#### **The Offeror**

Prysmian S.p.A.  
Viale Sarca 222  
20126 Milan  
Italy

#### **Draka**

Draka Holding N.V.  
Boelelaan 7  
1083 HJ Amsterdam  
The Netherlands

#### **Listing and Exchange Agent**

ING Bank N.V.  
Attention: Sjoukje Hollander/Remko Los  
Bijlmerdreef 888  
1102 MG Amsterdam  
The Netherlands  
Telephone: + 31 20 563 6546 / + 31 20 563 6619  
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## Restrictions

*United States, Canada, Australia and Japan*

The Offer has not, directly or indirectly, been made in or into, or by use of the mailing systems of, or by any means or instrumentality (including, without limitation, electronic mail, post, telephone, facsimile, telex or electronic transmission) of interstate or foreign commerce of, or of any facility of a securities exchange of the United States of America, Canada, Australia or Japan, and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States of America, Canada, Australia or Japan.

The New Prysmian Shares will not be registered under the US Securities Act of 1933, as amended (the **US Securities Act**) or any other applicable law of the United States and accordingly, the New Prysmian Shares may not be reoffered, resold or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, US persons (as defined in Regulation S of the US Securities Act) except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the US Securities Act.

The New Prysmian Shares have been offered outside the United States to non-US persons in reliance on the exemption from registration provided by Regulation S of the US Securities Act. The New Prysmian Shares have not been offered or sold within the United States or to, or for the account or benefit of, US persons (as defined under the US Securities Act), except to persons who (i) are qualified institutional buyers (**QIBs**) as defined in Rule 144A (**Rule 144A**) under the US Securities Act, and (ii) received a copy of a US Private Placement Memorandum and followed the procedures set forth therein.

Accordingly, the Offer Memorandum and any related documents have not been and must not be mailed or otherwise distributed or sent in or into the United States, Canada, Australia or Japan or to such persons in their capacity of custodians, trustees, or nominees holding shares for US, Canadian, Australian and Japanese persons. Persons who have received such documents (including, without limitation, custodians, nominees and trustees) must not distribute or send them into such jurisdictions and doing so will render invalid any relevant purported acceptance of the Offer.

### For more information

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**Prysmian profile**

*A leading player in the industry of high-tech cables and systems for energy and telecommunications, the Prysmian Group is a global business with more than €3.7 billion in net sales in 2009 and a strong position in higher value-added market segments. With its two businesses, Energy Cables & Systems (submarine and underground cables for power transmission and distribution, for industrial applications and for the distribution of electricity to residential and commercial buildings) and Telecom Cables & Systems (optical cables and fibers and copper cables for video, data and voice transmission), Prysmian boasts a global presence with subsidiaries in 39 countries, 56 plants in 24 countries, 7 Research & Development Centres in Europe, USA and South America, and around 12,000 employees. Prysmian is listed on the Milan Stock Exchange in the Blue Chip index. More information on Prysmian can be found at [www.prysmian.com](http://www.prysmian.com).*

**Draka profile**

*Draka Holding N.V. ('Draka') is the holding company of a number of operating companies that are active worldwide in the development, production and sale of cable and cable systems. Draka's activities are divided into three groups: Energy & Infrastructure, Industry & Specialty and Communications.*

*Within these three groups, the activities are organised into divisions. Energy & Infrastructure consists of the Europe and Asia-Pacific divisions; Industry & Specialty consists of the Aerospace, Automotive, Elevator, Engineered Specialties, Offshore and Renewable Energy divisions and the Communications Group comprises the Telecom Solutions, Multimedia and Specials, Americas and Optical Fiber divisions.*

*Draka has 68 operating companies in 31 countries throughout Europe, North and South America, Asia and Australia. Worldwide, the Draka companies employ some 9,375 people. Draka Holding N.V.'s head office is in Amsterdam. In 2010, Draka reported revenue of € 2.4 billion and net income of € 60.5 million (excluding non-recurring items).*

*Draka Holding N.V. ordinary shares are listed on NYSE Euronext Amsterdam. The company is included in the Next150 index and the AMX index (Amsterdam Midkap index). Options on Draka shares are also traded on the NYSE Euronext Amsterdam Derivative Markets.*

*More information on Draka Holding N.V. can be found at [www.draka.com](http://www.draka.com).*