

## Press Release

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*This is a press release by Prysmian S.p.A., pursuant to the provisions of Article 4, paragraph 3 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. (the **Offer**) 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 will be 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.*

### **PRYSMIAN S.P.A. TO PURCHASE ALL PREFERENCE SHARES ISSUED BY DRAKA HOLDING N.V.**

Milan, 26 January 2011. Prysmian S.p.A. ("**Prysmian**") announces it has entered into two conditional agreements aiming at the purchase of all the issued and outstanding preference shares of Draka Holding N.V. ("**Draka**"). Draka has issued 5,754,657 preference shares, which are not part of the Offer (the "**Preference Shares**"). The Preference Shares are currently owned by ASR Levensverzekering N.V. and Kempen Bewaarder Beleggingsfonds 'Ducatus' B.V.

The above agreements are both subject to the fulfillment of the condition precedent that Prysmian has declared the Offer unconditional.

The purchase price for the acquisition of the Preference Shares will be determined on the basis of a formula which takes into account a number of factors, including the timing of the completion of the transfer of the preference shares. Should the completion of the aforementioned agreements occur on or prior to 1<sup>st</sup> March 2011, the final aggregate consideration for the purchase of all the Preference Shares will be equal to Euro 86.1 millions approximately.

### **Offer Memorandum, Position Statement and further information**

Prysmian is making the Offer on the terms and subject to the conditions and restrictions contained in the Offer Memorandum, dated 5 January 2011 (the **Offer Memorandum**). In addition, Draka has made available the position statement, containing the information required by Article 18, paragraph 2 and Annex G of the Decree in connection with the Offer (the **Position Statement**).

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement. Shareholders of Draka should refer to the Offer Memorandum for all terms, conditions and restrictions to the Offer.

Shareholders of Draka should refer to the Offer Memorandum for all terms, conditions and restrictions to the Offer. Digital copies of the Offer Memorandum, the Position Statement and any documents incorporated by reference therein will be available on the websites of the Offeror ([www.prysmian.com](http://www.prysmian.com)) and Draka ([www.draka.com](http://www.draka.com)).

Copies of the Offer Memorandum and the Position Statement are also available free of charge at the offices of the Offeror, Draka and the Listing and Exchange Agent and can be obtained by contacting the Offeror, Draka or the Listing and Exchange Agent at the addresses below.

### **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  
Fax: + 31 20 563 6959  
E-mail: [iss.pas@ing.nl](mailto:iss.pas@ing.nl)

**Restrictions**

The Offer is being made with due observance of such statements, conditions and restrictions as are included in the Offer Memorandum. The Offeror reserves the right to accept any tender under the Offer, which is made by or on behalf of a Shareholder, even if it has not been made in the manner set out in the Offer Memorandum.

The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of any Shareholder, in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents (to the extent applicable). Outside of the Netherlands, no actions have been taken (nor will actions be taken) to make the Offer possible in any jurisdiction where such actions would be required. In addition, the Offer Memorandum has not been filed with nor recognised by the authorities of any jurisdiction other than the Netherlands (except that in Italy, the Offer Memorandum has been qualified by Consob as "equivalent" document for the purposes of art 34-ter, paragraph 1, lett. j) and art 57, paragraph 1, letter c) of the Consob Regulation n. 11971, 14 May 1999). Neither the Offeror, nor any of its advisers accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who forwards or intends to forward the Offer Memorandum or any related document to any jurisdiction outside the Netherlands should carefully read Sections 2 and 3 of the Offer Memorandum (Restrictions and Important Information) before taking any action. The release, publication or distribution of the Offer Memorandum in jurisdictions other than the Netherlands may be restricted by law and therefore persons into whose possession the Offer Memorandum comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction.

*United States, Canada, Australia and Japan*

The Offer is not, directly or indirectly, being 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 and 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 are being 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 may not be 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) have received a copy of a US Private Placement Memorandum and followed the procedures set forth therein.

Accordingly, the Offer Memorandum and any related documents are not being and must not be mailed or otherwise distributed or sent in or into the United States of America, 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 receiving 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.

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