

REMUNERATION REPORT

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Prysmian
Group



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Chairman's Letter

I am delighted to present the Prysmian Remuneration Report for 2012 which will be submitted to the Shareholders' meeting.

During 2011 the Prysmian Group paid particular attention to remuneration issues. We undertook an analysis of the pay instruments in order to align our system to the new indications in the Self-Regulation Code for listed companies and to consolidate a Group pay policy in line with our responsible approach which aims at performance, sustainability and transparent dialogue with investors.

A key element in the 2011 Policy was the introduction of a new system of long-term incentives that rewards the creation of value and the long-term company performance and which for Prysmian is an essential tool in the process of integrating with Draka, the company that was taken over during 2011.

We have collected the information relating to our remuneration policy in this Report, which describes the principles on which we base our remuneration policies, governance, the elements which make up the remuneration of the Directors and Managers with strategic responsibilities, the short and long-term incentive mechanisms and the related objectives, with the aim of providing information to increase shareholders' knowledge regarding our pay policies and to highlight their coherence with our business strategies.

The Chairman of the Compensation and Nomination Committee

Giulio Del Ninno

SECTION I

1. Introduction

This document has been prepared in compliance with the provisions contained in CONSOB Resolution no. 18049 of 23 December 2011 in implementation of article 123-TER of Leg. Decree 58/1998 regarding transparency over Directors' pay in listed companies.

The Pay Policy of the Prysmian Group is defined with the aim of aligning the interests of Management with those of shareholders in order to pursue the primary objective of the creation of sustainable value in the medium to long term, by forging a strong link between the pay and performance of individuals and of the Group.

The Remuneration Policy described in this document applies to members of the Board of Directors and to Managers with strategic responsibilities:

- Prysmian S.p.A. ("Prysmian" or "the Company") is currently managed by a Board of Directors consisting of ten Directors:

Full name	Position held	Qualification	Compensation and Nomination Committee	Internal Control Committee
Paolo Zannoni	Chairman	Non-executive director		
Valerio Battista	Chief Executive Officer and General Manager	Executive director		
Wesley Clark	Director	Independent non-executive director		
Claudio De Conto	Director	Independent non-executive director	Member	Member
Giulio Del Ninno	Director	Independent non-executive director	Chairman	Chairman
Frank Dorjee	Director	Executive director		
Pier Francesco Facchini	Director	Executive director		
Fritz Froehlich	Director	Independent non-executive director		
Fabio Ignazio Romeo	Director	Executive director		
Massimo Tononi	Director	Independent non-executive director	Member	Member

- The Group's Managers with strategic responsibilities are:

Full name	Job Title
Massimo Battaini	Chief Operating Officer
Phil Edwards	Senior Vice President Telecom Business

The main innovation introduced in remuneration policy for 2011 consists of the launch of a new medium-long term incentive system which envisages the allocation of shares and the co-investment of a portion of the annual bonus. This system, which was created with the aim of enhancing the performance-pay linkage and supporting the integration process following the takeover of Draka, replaced the previous long-term cash plan for 2010-2012.

2. Governance

The definition of the Policy is the result of a shared and transparent process in which the Compensation and Nomination Committee (“the Committee”) and the Board of Directors of the Company have a central role.

The Board of Directors adopts, at the proposal of the Committee, the principles, guidelines and decisions on remuneration. Every year the Compensation and Nomination Committee submits the Pay Policy to the approval of the Board of Directors and supervises its application.

The Board of Directors set up and appointed the members of the Compensation and Nomination Committee. This Committee has the role of providing consultancy and proposals for the Board of Directors with reference to establishing the remuneration of Directors and Managers with strategic responsibilities of Prysmian S.p.A., as indicated in the table, the appointment/substitution of independent Directors, as well as the size and composition of the Board itself.

The Committee currently consists of three independent non-executive directors: Giulio Del Ninno, the Chairman, Massimo Tononi and Claudio De Conto.

The members of the Committee have long and consolidated experience and specific know-how in the economic and financial field.

The main responsibilities of the Compensation and Nomination Committee are:

- to assess and formulate the remuneration policy for Executive directors with particular positions;
- to examine and discuss the proposals on Pay Policy regarding Managers with strategic responsibilities;
- to assess and formulate any proposals regarding remuneration policies for management formulated by the Company;
- to periodically oversee the effective application of the proposals made and approved by the Board of Directors as regards the remuneration of Managers with strategic responsibilities;
- to verify the achievement of the performance objectives which are connected to the incentive systems for the Chief Executive Officer and Managers with strategic responsibilities.

For a description of the Committee’s duties regarding the appointment of Directors, refer to the section on “Compensation and Nomination Committee” of the Report on Corporate Governance and the Ownership Structure.

During 2011, the Committee met 6 times; all the members of the Committee took part in the meetings. The work undertaken by the Committee, with the support of the Human Resources Department, in particular concerned:

- the development of the Pay Policy for 2011 for Executive directors and Managers with strategic responsibilities and the distribution among the members of the Board of Directors of the total annual emolument set by the Shareholders’ meeting;
- the closure of the Draka incentive plans following the successful conclusion of the public purchase and swap offer for all the ordinary shares of the latter;
- the formulation of the new long-term incentive plan for the Group’s senior management;
- the verification of the effective achievement of the objectives connected to the short-term incentive system for Executive directors and Managers with strategic responsibilities.

The Compensation and Nomination Committee, in its work of providing advice, making proposals and carrying out checks, draws on the support of an independent external consultant, Hay Group, which provides details on trends, practices, and market pay levels on a global scale in order to monitor the

adequacy of the remuneration of Top Management.

No Director takes part in meetings of the Compensation and Nomination Committee at which proposals relating to their own remuneration are formulated.

The Human Resources and Organisation Director was invited to take part in the meetings of the Compensation and Nomination Committee as Secretary.

3. Remuneration policy principles

The key principles that form the basis of Prysmian's remuneration policy are:

- **to adopt a clear and transparent governance model:**
"to pursue the creation of a balanced corporate governance system that can help achieve the economic and financial objectives, while fully safeguarding shareholders and linked to the achievement of better performance"
- **to support the corporate strategy and to attract and retain key human resources for the organisation:**
"people are essential to achieve the strategic objectives"
- **to ensure coherence between the "total remuneration" of management and the Group's performance, in line with the expectations of shareholders:**
"the essential driver of Prysmian's remuneration systems is the business performance, a significant part of management's remuneration is in fact linked to the achievement of performance objectives in line with the expectations of investors"
- **to implement policies in line with the risk profile, through an appropriate balance between the various elements of pay, aimed at supporting the creation of value:**
"the philosophy of the remuneration systems favours a concept of performance measured over a time horizon which is sufficient to guarantee sustainability and the creation of value in the long term."

4. Remuneration of the Chairman and of non-executive Directors

The compensation for Non-executive and independent directors consists of fixed remuneration; no variable element is envisaged and their remuneration is not linked to the achievement of Prysmian's business results.

The Prysmian's Shareholders' meeting on 14 April 2011 established a total emolument of 350,000 Euro, for the period April 2011 – April 2012, as the compensation for the members of the Board of Directors; the Board of Directors distributed this emolument, envisaging a compensation of 70,000 Euro for each non-executive independent Director. The Chairman, who is not independent, did not receive any compensation.

5. Remuneration of executive Directors and Managers with strategic responsibilities – elements of pay

This section of the Report describes the elements of the current pay package of Executive directors and with particular positions and of Managers with strategic responsibilities:

FIXED REMUNERATION	<p>ANNUAL PAY</p> <ul style="list-style-type: none"> - defined in line with the complexity of the role - benchmarked vs key European market in order to guarantee competitiveness and internal fairness. 	<p>BENEFITS</p> <p>Social security and healthcare benefits as well as assistance in work life balance which supplement the minimum contractual health care/pension plans and other contractual requirements.</p>
SHORT AND MEDIUM/LONG-TERM REMUNERATION	<p>MBO</p> <ul style="list-style-type: none"> - pay is connected to the achievement of the preset annual economic and financial targets at Group/Business Unit level - net financial position and EBITDA are the common indicators and the minimum condition necessary to accrue the bonus - the pay opportunities linked to the annual incentive system are defined as a % of annual pay; a maximum payment level is envisaged. 	
	<p>CO-INVESTMENT</p> <p>the co-investment system was launched in 2011 and is valid for the period 2011-2013:</p> <ul style="list-style-type: none"> - the mechanism envisages that part of the accrued annual bonus is deferred for a maximum period of three years - the payment of this portion is subordinate to achieving a Group three-year economic and financial target (Adjusted Cumulative EBITDA 2011-2013) - should the performance objective be achieved, the payment of a multiple of the co-invested bonus is envisaged. Should it not be achieved, the payment of a reduced portion of the deferred bonus is envisaged. 	
	<p>PERFORMANCE SHARE</p> <ul style="list-style-type: none"> - This is a share-based plan with a three-year vesting period which is linked to achievement of three-year performance conditions: in 2014 directors will receive a preset number of Prysmian shares if the Adjusted Cumulative EBITDA objective for 2011-2013 has been achieved. 	

5.1. Fixed remuneration

The pay levels of Top Management are defined in relation to the complexity of the role, the effective responsibilities that are allocated and the experience required, with the support of a method of job evaluation which enables comparison with specific peer groups, in order to analyse external data and guarantee competitive alignment with the reference market.

For the Top Management positions, the reference market consists of a panel of listed European companies. These companies are included in the *FT Europe 500 listing* as the main companies in terms of capitalisation in Europe.

Market practices are not the only reference point in defining base pay: the principle of internal fairness and sustainability is also taken into consideration. The importance of its weight within the total package is such as to reduce behaviour which is excessively risk-oriented, to discourage initiatives that focus on short-term results and to allow a flexible approach to the variable element.

Once a year, the Compensation and Nomination Committee prepares a Pay review proposal for Top Management to be put for approval to the Board of Directors.

5.2. Variable short and medium/long-term remuneration

In 2011 Prysmian launched a three-year incentive plan, which runs alongside and is connected to the annual incentive system, creating a direct relationship between the results achieved annually and the performance in the medium-long term, through three elements of pay:

- annual bonus (MBO)
- co-investment
- performance share.

The reasons underlying the introduction of the plan, which covers 290 key managers of the Group, are:

- to identify a common objective for Group management, aimed at strengthening the integration process with Draka;
- to enhance the sustainability of the annual results in the long term through a system of deferring and co-investing the annual bonus;
- to align the performance of management to the expectations of shareholders, also through the use of shares to strengthen the commitment to the organisation and to the company's successes.

5.2.1. Annual bonus (MBO)

The variable incentive system is based on preset targets with the aim of rewarding the results achieved in the short term (1 year) and aligning individual conduct to the strategic objectives of the organisation: performance is measured against the overall results of the company, the business unit, and the department concerned.

The annual incentive system rewards Top Management in relation to the achievement of the following objectives:

- On/off Objective: the system does not envisage the payment of any bonus should the preset targets not be achieved in terms of a liquidity indicator (Net Financial Position) and a profitability indicator (Group EBITDA).
- Group Objective: the bonus levels are linked to a profitability indicator at Group level (Group EBITDA) which is applied to 50% of the target bonus.
- Country/Business Unit/Department Objectives: these are further, largely financial indicators connected to the performance of the relevant Department or Business Unit.

In 2011, in order to strengthen the integration process with Draka, the annual incentive system included the on/off objective, while payments were linked solely to Group objectives (EBITDA and Net Financial Position).

The variable incentive system is defined annually by the Compensation and Nomination Committee which puts the objectives to the Board of Directors and identifies their parameters.

The opportunities linked to the incentive system are defined as a target percentage related to fixed remuneration and, should the target objectives be exceeded, a maximum performance level is envisaged. These ranges (target and maximum) are shared and constant at Group level, in terms of the hierarchical level and in line with the strategic importance of the role, with the objective of balancing fixed and variable pay on the basis of the job and the impact on results.

The ranges are defined as follows:

- Chief Executive Officer up to a maximum of 100% of annual fixed remuneration
- other Executive directors and Managers with strategic responsibilities from a target of 50% up to a maximum of 75% of annual fixed remuneration

The payment of the annual bonus is subject to staying in the Group for the whole duration of the reference period (January – December).

5.2.2. Co-investment

The co-investment system was approved by the Board of Directors on 3 March 2011 and is valid for the period 2011-2013: it envisages that part of the payment of the accrued annual bonus is deferred for a maximum period of two years. At the end of the three-year period the payment of a multiple of the co-invested bonus is envisaged, subordinate to the achievement of a three-year Group economic and financial objective (Adjusted Cumulative EBITDA 2011 – 2013). Should this objective not be achieved, the curtailment of part of the co-invested bonus is envisaged.

Should they resign during the three-year period, the participant will lose the right to return of the co-investment.

The plan envisages the possibility of choosing one of the three following co-investment profiles for the annual bonus relating to 2011 and 2012, to which a different risk level is associated:

- ✓ *Basic Profile*: the participant co-invests 25% of the value of their accrued annual bonus with the possibility of obtaining, in 2014 and should the target be achieved, a multiple of 1.5 times the amount co-invested (including the co-investment itself), or of losing 25% of the amount co-invested should the target not be achieved;
- ✓ *Balanced Profile*: the participant co-invests 50% of the value of their accrued annual bonus with the possibility of obtaining, in 2014 and should the target be achieved, a multiple of 2 times the amount co-invested (including the co-investment itself), or of losing 50% of the amount co-invested should the target not be achieved;
- ✓ *Dynamic Profile*: the participant co-invests 75% of the value of their accrued annual bonus with the possibility of obtaining, in 2014 and should the target be achieved, a multiple of 2.5 times the amount co-invested (including the co-investment itself), or of losing 75% of the amount co-invested should the target not be achieved.

It is not an obligatory plan, but is an essential condition to participate in the performance share plan described hereafter.

All of the Top Management have adhered to the co-investment plan.

5.2.3. Performance share

The Prysmian Shareholders' meeting on 14 April 2011 approved the three-year incentive plan "Performance share" for the period 2011-2013: this plan envisages the allocation of a preset number of Prysmian shares¹ in 2014, on the achievement of a Group three-year economic and financial objective (Adjusted Cumulative EBITDA 2011 – 2013).

The beneficiaries of the plan are 290 key managers of the Group, including the Executive directors and Managers with strategic responsibilities.

The value of the allocation has been defined in regard to the role and the fixed remuneration levels; the number of the option rights to be allocated has been calculated using the average share price during the four weeks preceding the date of the Board of Directors' meeting which approved the individual allocations for Top Management (26 August 2011).

The plan envisages that the exercise of the options allocated is subordinate to the achievement of a Group three-year economic and financial objective (Adjusted Cumulative EBITDA 2011 – 2013) of at least 1.75 billion Euro on a constant basis.

The plan also envisages a maximum level of Adjusted Cumulative EBITDA 2011 – 2013, equivalent to the

¹ The plan envisages the allocation of options to underwrite shares in the ratio of one share for each option exercised. The shares can be treasury shares or newly issued shares following a capital increase; the former shall be allocated free of charge, while the shares allocated following a share capital increase shall be allocated to participants against payment of the exercise price equal to the par value of 0,10 Euro.

target plus 20% and so 2.1 billion Euro, which will cause the allocation of the maximum number of options.

Policy of retention of shares: in compliance with Art. 6 of the *Self-Regulation Code for Listed Companies (2011 Edition)*, a 2-year lock-up period is also envisaged, during which the beneficiaries must retain a part of the shares that may have been allocated to them, which for Executive directors and Managers with strategic responsibilities amounts to 25% of the shares.

The vesting of the options relating to the plan is subordinate to the participant being in the Group on 31 December 2013.

Clauses relating to termination of the employment relationship, extraordinary operations, and change in control, in relation to the co-investment and to the performance share plan:

- in the case of resignation, dismissal for just cause or subjective justified reason, the participant will definitively lose both the right to return of the co-investment, both for any co-invested portions of the annual bonus and the related multiple, and to exercise the allocated options; in the case of consensual termination or termination of the employment relationship for an objective justified reason, the participant will have the right only to the return of the co-invested amounts;
- in the case of retirement, invalidity or death of the participant, the Chief Executive Officer has the discretionary and unchallengeable right to envisage clauses that are an improvement on what has been regulated;
- in the case of extraordinary operations, the Company agrees to do everything in its power, including possibly changing the plan as well as the related methods and timeframes, so that the economic value as represented by the options allocated is kept unchanged; the Board can also redefine the target objective appropriately;
- in the case of a change in control, the plan envisages the return of the co-invested portions of the annual bonus and the liquidation of the multiple relating to the co-investment calculated on a pro rata basis on occurrence of the change in control and on the basis of the level of achievement of the performance objective, provided that, on a pro rata basis, it corresponds to at least 85% of the target objective; in addition, the plan envisages the possibility of exercising a number of options calculated on a pro rata basis compared to the target allocation, provided that the level of achievement of the performance objective corresponds to at least 85% of the target objective.

5.3. Benefits

The cash-equity pay offer is integrated by the following additional benefits:

- complementary pension
- complementary medical insurance
- non-professional accident policy
- company car

6. Long-term incentive plans relating to previous years

Two ongoing long-term incentive plans are described below, the allocations for which were made in years prior to 2011:

- the stock option plan 2006, which envisages as the last period to exercise the option rights allocated the 30 days following publication of the press release announcing the approval of the draft Financial Statements for 2012;
- the long-term cash plan 2010-2012, which was closed in advance in 2011.

6.1. Stock option plan 2006

On 30 November 2006, the Company's Extraordinary Shareholders' Meeting approved a stock option incentive plan, making its coming into force subordinate to the start of trading of the Company's shares on the *Mercato Telematico Azionario* (screen-based stock exchange) organised and managed by Borsa Italiana S.p.A., which occurred on 3 May 2007.

The Plan, which is reserved for employees of the Prysmian Group, envisaged the free allocation of option rights to subscribe the Company's ordinary shares, with a par value of 0,10 Euro. Among Executive directors, only one, Pier Francesco Facchini, is a beneficiary of the plan.

Each option allocates the right to underwrite a share at a price of 4.65 Euro per share. The price per share was set by the Company's Board of Directors on the basis of the market value of the Company's share capital on approval of the Plan by the Board of Directors itself, which was, in its turn, determined on the basis of the Company's economic and financial results at 30 September 2006 and taking account of the dilution effect produced by the allocation of the Options themselves, as well as the illiquidity of the presumed market value of the Company's share capital at that date.

The options are accrued in four annual instalments starting from the allocation date which, in the case of the Original Beneficiaries who accepted the option within the deadline envisaged by the Regulation of the Plan itself, is 4 December 2006.

Exercise of the accrued options occurs only during the so-called "Exercise Periods" following the respective vesting date, considering, pursuant to the Regulation of the plan, for the "Exercise Period" each period of thirty days starting from the first day following the date on which the press release regarding the resolution to approve the draft financial statements of Prysmian S.p.A. is published or that regarding the resolution to approve the half-year report of the same company.

The period in which the options may be exercised, which was initially calculated in relation to the approval of the draft financial statements relating to the year ended at 31 December 2010, was extended by the resolution of the Shareholders' Meeting of 15 April 2010 to the thirty days following the date on which the press release regarding the resolution to approve the draft financial statements of Prysmian S.p.A. for 2012 is published.

6.2. Long-Term Cash Incentive 2010-2012

On 13 May 2010, the Board of Directors approved the launch of a Long-Term Cash Incentive Plan for 2010-2012 which is subordinate to achieving preset economic and financial objectives. The recipients of the Plan were the Chief Executive Officer and three Executive directors and a manager with strategic responsibilities. The Plan was terminated in advance at the time of the introduction of the Plan for 2011-2013 (Co-investment and Performance shares).

The Plan envisaged the vesting of a cash bonus at the end of the three-year period connected to achieving the following specific objectives, the targets for which were defined on an annual basis:

- ✓ Adjusted EBITDA to which the vesting of 50% of the bonus was connected
- ✓ Free cash flow to which the vesting of 25% of the bonus was connected
- ✓ Net Income to which the vesting of 25% of the bonus was connected

The mechanism for the Plan was as follows:

- ✓ should the target level not be achieved: no payment
- ✓ achievement of the target level: payment of a bonus overall equal to 233% of fixed pay for the Chief Executive Officer and to 167% of fixed pay for the other beneficiaries, the Executive directors, on a three-year basis
- ✓ achievement of the maximum level: payment of a bonus overall equal to 350% of fixed pay for the Chief Executive Officer and to 250% of fixed pay for the Executive directors
- ✓ achievement of interim objectives: proportional payment of the bonus compared to the levels indicated

The bonus was accrued annually should the annual objectives be achieved, while payment was envisaged at the end of the reference period, subsequent to the approval by the Shareholders' Meeting of the

financial statements for 2012, provided that the beneficiary was in office at the end of the reference period (December 2012).

With the launch of the new Plan for 2011-2013 (Co-investment and Performance shares), the Long-Term Cash Incentive Plan was closed as follows: the total bonus accrued in the prior period was calculated for each participant and the obligation to defer and co-invest 75% of the accrued bonus as part of the co-investment plan was established, in accordance with the method described in the previous related paragraph; the remaining 25% of the accrued bonus will be paid in 2013.

7. Other elements

7.1. Non-competition clauses

Prysmian envisages the possibility of signing non-competition clauses for Executive directors and Managers with strategic responsibilities.

In conformity with case law and practice, these agreements can envisage recognition of payment of a percentage of fixed pay, in relation to the duration and extent of the restriction arising from the clause itself.

7.2. Retention bonuses

The possibility is envisaged of offering Retention bonuses to Executive directors and Managers with strategic responsibilities. The existing Retention bonuses are specifically connected to the integration period following the takeover of Draka.

8. Treatment envisaged for end of service or termination of employment relationship

The possibility is envisaged of allocating to Executive directors payment of compensation for termination of the employment relationship; it is predetermined in terms of the amount and includes what is due to the director pursuant to the national contract. For some Directors compensation for termination of their service is currently envisaged.

For Managers with strategic responsibility no *ex ante* agreements are envisaged. Therefore, should the employment relationship be terminated, the provisions envisaged by the relevant national contract apply.

9. Pay structures for controlling function

For the Internal Audit Director specific incentive mechanisms are envisaged in line with their responsibilities; therefore, this manager has been excluded from the long-term incentive Plan, in compliance with the indications of Article 6 of the Self-Regulation Code for Listed Companies (2011 Edition).

SECTION II

This section of the Remuneration Report illustrates each of the items which make up the remuneration of Directors and Managers with strategic responsibilities, and highlights their coherence with the policies described in the first section of the document.

I. Chairman of the Board of Directors

Paolo Zannoni, Chairman of the Board of Directors, did not receive any fee in 2011.

II. Chief Executive Officer

Valerio Battista, Chief Executive Officer of the Prysmian Group, received pay made up as follows:

- *Fixed remuneration* of 1.115.500 Euro, including gross annual pay of 970.000 Euro and the fee for the non-competition clause, for the part accruing in 2011, of 145.500 Euro. This clause, which applies to the period 2011-2014, envisages the payment of the fee in four annual tranches of equal value.
- *Annual cash variable pay*: the value of the accrued annual bonus 2011 (MBO) is 904.338 Euro, which corresponds to the total envisaged on achievement of performance levels that are markedly above the target. Valerio Battista chose to participate in the Co-investment Plan with a Dynamic Profile. Therefore, the value of the annual bonus paid is 226.084 Euro and the value of the deferred bonus, applying the multiplier envisaged by the plan, is 1.695.633 Euro.
- *Performance shares 2011-2014*: Valerio Battista is included among the beneficiaries of the Performance shares Plan; under this Plan, he received an allocation of a total of 258.437 options to receive shares in 2014, on achievement of the defined target performance conditions, of which it is estimated that 94.351 options will be exercisable for free and 164.086 against payment of an exercise price of 0,10 Euro, which corresponds to the par value of the share.² The maximum number of options which can be allocated (cap) is 301.034. The share price on allocation, which occurred on 2 September 2011, was 10,63 Euro.³
- *Long-Term Cash Plan 2010-2013*: Valerio Battista was included among the beneficiaries of the long-term cash plan, which was closed in advance in 2011. The bonus accrued relating to this plan totals 1.012.632 Euro: a portion of 253.158 Euro will be paid in 2013; on the other hand, a portion of 759.474 Euro, corresponding to 75% of the accrued bonus, was deferred under the new Co-investment Plan in accordance with a Dynamic Profile. This portion will be paid in 2014. The overall total is 2.151.843 Euro.
- *Benefits*: the value of non-cash benefits allocated to the Chief Executive Officer is 9.137 Euro.

In addition, on 1/6/2006 compensation for Valerio Battista was defined for early termination of the employment relationship of 4,5 million Euro. This compensation accrues in cases in which the termination of the contract occurs at the Company's initiative and is not connected to performance criteria.

² Without prejudice to the fact that the total of the exercisable options, on the achievement of the performance target levels, is that indicated above, the proportion among options which will be allocated for free and options which will be allocated against payment of the exercise price will be defined at the end of the Plan.

³ In the *Tables* in the following pages, the fair value of the Plan is given considering the amount accrued in 2011 of 4/28 of the options allocated to a target.

III. Executive directors

Fabio Ignazio Romeo, Senior Vice President Energy Business of the Prysmian Group, received pay as follows:

- *Fixed remuneration* of 681.710 Euro, including gross annual pay of 601.710 Euro and the fee for the non-competition clause, for the part accruing in 2011, of 80.000 Euro. This clause, which applies to the period 2009-2013, envisages the payment of the fee in four annual tranches of equal value.
- *Annual cash variable pay*: the value of the accrued annual bonus 2011 (MBO) is 420.730 Euro, which corresponds to the total envisaged on achievement of performance levels that are markedly above the target. Fabio Ignazio Romeo chose to participate in the Co-investment Plan with a Dynamic Profile. Therefore, the value of the annual bonus paid is 105.182 Euro and the value of the deferred bonus, applying the multiplier envisaged by the plan, is 788.869 Euro. In addition, Fabio Ignazio Romeo received a one off bonus of 30.000 Euro.
- *Performance shares 2011-2014*: Fabio Ignazio Romeo is included among the beneficiaries of the Performance shares Plan; under this Plan, he received an allocation of a total of 106.875 options to receive shares in 2014, on achievement of the defined target performance conditions, of which it is estimated that 39.018 options will be exercisable for free and 67.857 against payment of an exercise price of 0,10 Euro, which corresponds to the par value of the share.⁴ The maximum allocation is 124.492 options. The share price on allocation, which occurred on 2 September 2011, was 10.63 Euro.⁵
- *Long-Term Cash Plan 2010-2013*: Fabio Ignazio Romeo was included among the beneficiaries of the long-term cash plan, which was closed in advance in 2011. The bonus accrued relating to this plan totals 411.368 Euro: a share of 102.842 Euro will be paid in 2013; on the other hand, a portion of 308.526, corresponding to 75% of the accrued bonus, was deferred under the new Co-investment Plan in accordance with a Dynamic Profile. This portion will be paid in 2014. The overall total is 874.157 Euro.
- *Benefits*: the value of non-cash benefits allocated to Fabio Ignazio Romeo is 4.134 Euro.

Pier Francesco Facchini, Chief Financial Officer of the Prysmian Group, received pay as follows:

- *Fixed remuneration* of 500.000 Euro, corresponding to gross annual pay.
- *Annual cash variable pay*: the value of the accrued annual bonus 2011 (MBO) is 349.613 Euro, which corresponds to the total envisaged on achievement of performance levels that are markedly above the target. Pier Francesco Facchini chose to participate in the Co-investment Plan with a Dynamic Profile. Therefore, the value of the annual bonus paid is 87.403 Euro and the value of the deferred bonus, applying the multiplier envisaged by the plan, is 655.523 Euro. In addition, Pier Francesco Facchini received a one off bonus of 40.000 Euro.
- *Performance shares 2011-2014*: Pier Francesco Facchini is included among the beneficiaries of the Performance shares Plan; under this Plan, he received an allocation of a total of 88.810 options to receive shares in 2014, on achievement of the defined target performance conditions, of which it is estimated that 32.423 options will be exercisable for free and 56.387 against payment of an exercise price of 0,10 Euro, which corresponds to the par value of the share.⁶ The maximum allocation is 103.448 options. The share price on allocation, which occurred on 2 September 2011, was 10,63 Euro.

⁴ Without prejudice to the fact that the total of the exercisable options, on the achievement of the performance target levels, is that indicated above, the proportion among options which will be allocated for free and options which will be allocated against payment of the exercise price will be defined at the end of the Plan.

⁵ In the *Tables* in the following pages, the fair value of the Plan is given considering the amount accrued in 2011 of 4/28 of the options allocated to a target.

⁶ Without prejudice to the fact that the total of the exercisable options, on the achievement of the performance target levels, is that indicated above, the proportion among options which will be allocated for free and options which will be allocated against payment of the exercise price will be defined at the end of the plan.

- *Long-Term Cash Plan 2010-2013*: Pier Francesco Facchini was included among the beneficiaries of the long-term cash plan, which was closed in advance in 2011. The bonus accrued relating to this plan totals 336.211 Euro: a portion of 84.053 Euro will be paid in 2013; on the other hand, a portion of 630.396, corresponding to 75% of the accrued bonus, was deferred under the new Co-investment Plan in accordance with a Dynamic Profile. This portion will be paid in 2014. The overall total is 714.448 Euro.
- *Stock option*: Pier Francesco Facchini is among the beneficiaries of the Stock option plan 2006; under this plan, 392.203 options were allocated. Of these, 73.051 options have still not been exercised.
- *Benefits*: the value of non-cash benefits allocated to Pier Francesco Facchini is 5.272 Euro.

In addition, on 8/1/2007 compensation for early termination of the employment relationship was established for Pier Francesco Facchini at 24 months of his gross annual pay. This compensation accrues in cases in which termination of the contract occurs at the Company's initiative and is not connected to performance criteria.

Frank Dorjee, Chief Strategy Officer of the Prysmian Group, Executive director of the company as from 3/3/2011, received pay as follows for the period in question:

- *Fixed remuneration* of 593.500 Euro, corresponding to gross annual pay of which, for the period March - December 2011, 300.000 Euro was paid by Prysmian S.p.A and 200.000 Euro by the subsidiary Draka Holding N.V.; for the period January - February 2011, 93.500 Euro was paid by Draka Holding N.V.
- *Annual cash variable pay*: the value of the accrued annual bonus 2011 (MBO) is 488.250 Euro, which corresponds to the total envisaged on achievement of performance levels that are markedly above the target. Frank Dorjee chose to participate in the Co-investment Plan with a Basic Profile. Therefore, the value of the annual bonus paid is 366.188 Euro and the value of the deferred bonus, applying the multiplier envisaged by the plan, is 183.094 Euro. Frank Dorjee received bonus as one-off payment equal to Euro 991.500 paid by Draka Holding N.V. of which Euro 841.500 as Transaction bonus on February 2011.
- *Performance shares 2011-2014*: Frank Dorjee is included among the beneficiaries of the Performance shares Plan; under this Plan, he received an allocation of a total of 106.572 options to receive shares in 2014, on achievement of the defined target performance conditions, of which it is estimated that 38.907 options will be exercisable for free and 67.665 against payment of an exercise price of 0,10 Euro, which corresponds to the par value of the share.⁷ The maximum allocation is 124.138 options. The share price on allocation, which occurred on 2 September 2011, was 10,63 Euro.⁸
- *Further fees received in the reference period*: in 2011 Frank Dorjee received 801.390 Euro as compensation for the early closure of the long-term incentive plans of Draka following the takeover.
- *Retention bonus*: Frank Dorjee is recipient of a Retention bonus for 600.000 Euro, the payment of which is subordinate to being at the company up to the time of payment, which is envisaged in March 2012.
- *Benefits*: the value of non-cash benefits allocated to Frank Dorjee is 9.697 Euro.

⁷ Without prejudice to the fact that the total of the exercisable options, on the achievement of the performance target levels, is that indicated above, the proportion among options which will be allocated for free and options which will be allocated against payment of the exercise price will be defined at the end of the Plan.

⁸ In the *Tables* in the following pages, the fair value of the Plan is given considering the amount accrued in 2011 of 4/28 of the options allocated to a target.

On 1/3/2011 compensation for early termination of the employment relationship was established for Frank Dorjee of 2,5 million Euro. This compensation accrues in cases in which termination of the contract occurs at the Company's initiative and at the initiative of the manager and is not connected to performance criteria and was established following the successful outcome of the takeover of Draka, of which Frank Dorjee was Chief Executive Officer.

Stefano Bulletti, CEO Italy, Executive director of the company from 1/1/2011 to 3/3/2011, received pay as follows for the reference period:

- *Fixed remuneration* of 75.089 Euro
- *Long-Term Cash Plan 2010-2013*: Stefano Bulletti was included among the beneficiaries of the long-term cash plan, which was closed early in 2011. The accrued bonus relating to this plan totals 204.000 Euro: a portion of 51.000 Euro will be paid in 2013; a portion of 153.000, which corresponds to 75% of the accrued bonus, will be paid in 2014 on achievement of the target objectives linked to the Co-investment Plan
- *Benefits*: the value of non-cash benefits allocated to Stefano Bulletti is 1.463 Euro

IV. Non-executive directors

Wesley Clark, Giulio Del Ninno, Massimo Tononi, Claudio De Conto, and Fritz Froehlich, independent and non-executive Directors received for the period from April 2011 to April 2012 a fixed fee of 70.000 Euro, as described in Section I, paragraph 4.

Sergio Erede, an independent non-executive Director from 1/1/2011 to 24/1/2011 received a fee of 5.833 Euro for the reference period.

In addition, Mario Ortu, an independent non-executive Director from 24/1/2011 to 3/3/2011, did not receive fees for the reference period.

V. Statutory Auditors

The Shareholders' Meeting of 15 April 2010 arranged to appoint the Board of Statutory Auditors, in the persons of Marcello Garzia, Chairman, Luigi Guerra and Paolo Burlando, standing Auditors, setting at 20.660 Euro the annual fee for the Chairman and 12.920 Euro the annual fee for each of the standing auditors. The Board of Statutory Auditors as appointed will serve until the Shareholders' Meeting which approves the financial statements at 31 December 2012.

VI. Managers with strategic responsibilities

Managers with strategic responsibilities received, at an aggregate level, pay as follows:

- *Fixed remuneration* of 898.338 Euro, including gross annual pay of 759.065 Euro and the fee for the non-competition clause, for the part accruing in 2011, of 139.273 Euro. These clauses, which apply to the period 2011-2014, envisage the payment of the fees in four annual tranches.
- *Annual cash variable pay*: the value of the accrued annual bonus 2011 (MBO) is 638.253 Euro, which corresponds to the total envisaged on achievement of performance levels that are markedly above the target. Both the Managers chose to participate in the Co-investment Plan. Therefore, the value of the annual bonus paid is 321.363 Euro and the value of the deferred bonus, applying the multiplier envisaged by the plan, is 711.324 Euro.
- *Performance shares 2011-2014*: Managers with strategic responsibilities are included among the beneficiaries of the Performance shares Plan; under the Plan, they received an allocation of a total of 164.616 options to be received in 2014, on achievement of the defined performance target conditions, of which it is estimated that 60.098 options will be exercisable for free and 104.518 against payment of an exercise price of 0,10 Euro, which corresponds to the par value of

the share.⁹ The maximum allocation is 246.923 options. The share price on allocation, which occurred on 2 September 2011, was 10,63 Euro.¹⁰

- *Further fees received in the reference period*: one of the Managers with strategic responsibility in 2011 received 175.000 Euro by way of compensation for the early closure of the long-term incentive plans of Draka following the takeover.
- *Retention bonus*: one of the Managers with strategic responsibilities is the recipient of a Retention bonus for 479.583 Euro, payment of which, subordinate to staying with the company up to the time of the payment, is envisaged in March 2012 for a portion of 25% and in March 2013 for the remaining 75%.
- *Benefits*: the value of non-cash benefits allocated to the two Managers with strategic responsibilities is 18.704 Euro.

The data relating to Managers with strategic responsibilities refer to the following two people: Massimo Battaini (from 1/1/2011 to 31/12/2011) and Phil Edwards (from 01/07/2011 to 31/12/2011).

⁹ Without prejudice to the fact that the total of the exercisable options, on the achievement of the performance target levels, is that indicated above, the proportion among options which will be allocated for free and options which will be allocated against payment of the exercise price will be defined at the end of the Plan.

¹⁰ In the *Tables* in the following pages, the fair value of the Plan is given considering the amount accrued in 2011 of 4/28 of the options allocated to a target.

Pay tables

Table 1- Fees paid to members of the Board of Directors, general managers and other managers with strategic responsibilities

	Full name	Position held	Term of office	End of term of office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Non-cash benefits	Other remuneration	Total	Fair value of equity remuneration	End-of-service or post-employment benefits	
							Bonuses and other incentives	Profit sharing						
	A	B	C	D	1	2	3		4	5				
1	Valerio Battista	Chief Executive Officer	1/1/2011 - 31/12/2011	18/04/2012										
	I) Remuneration form the company which prepares the financial statements					1.115.500		226.084		9.137	1.840	1.352.561	390.111	
	(II) Remuneration from subsidiaries and associates										0			
	(III) Total					1.115.500		226.084		9.137	1.840	1.352.561	390.111	
Notes					of which: 970.000 euro as Gross Annual Salary; 145.500 euro as fee for non-competition clause		Travel allowance		corresponds to the total of the fair value of the Plans set out in Tables 2 and 3A					
2	Fabio Romeo	Senior Vice President Energy Business	1/1/2011 - 31/12/2011	18/04/2012										
	I) Remuneration form the company which prepares the financial statements													
	(II) Remuneration from subsidiaries and associates					681.710		135.182		4.134	3.600	824.626	161.328	
	(III) Total					681.710		135.182		4.134	3.600	824.626	161.328	
Notes					of which: 601.710 euro as Gross Annual Salary; 80.000 euro as fee for non-competition clause		Travel allowance							
3	Pier Francesco Facchini	Chief Financial Officer	1/1/2011 - 31/12/2011	18/04/2012										
	I) Remuneration form the company which prepares the financial statements					500.000		127.403		5.272	1.680	634.356	134.059	
	(II) Remuneration from subsidiaries and associates													
	(III) Total					500.000		127.403		5.272	1.680	634.356	134.059	
Notes					Travel allowance									
4	Frank Dorjee	Chief Strategy Officer	3/3/2011 - 31/12/2011	18/04/2012										
	I) Remuneration form the company which prepares the financial statements					300.000					300.000	160.871		
	(II) Remuneration from subsidiaries and associates					293.500		1.357.688		9.697	458	1.661.343		
	(III) Total					593.500		1.357.688		9.697	458	1.961.343	160.871	
Notes					of which: 93.500 paid by subsidiaries, during the months preceding the acquisition of Draka			of which: 5,175,36 paid by subsidiaries, during the months preceding the acquisition of Draka		Expenses allowances paid by subsidiaries, during the months preceding the acquisition of Draka				
5	Stefano Bulletti	CEO Italy	01/01/2011 - 03/03/2011											
	I) Remuneration form the company which prepares the financial statements					75.089				1.463		76.552		
	(II) Remuneration from subsidiaries and associates													
	(III) Total					75.089				1.463		76.552		
Notes					In the period in question acted as Executive Director									

Table 1 – follows

	Full name	Position held	Term of office	End of term of office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Non-cash benefits	Other remuneration	Total	Fair value of equity remuneration	End-of-service or post-employment benefits
							Bonuses and other incentives	Profit sharing					
	A	B	C	D	1	2	3	4	5				
6	Wesley Clark	Independent non-executive director	01/01/2011 - 31/12/2011	18/04/2012									
	I) Remuneration form the company which prepares the financial statements					70.000					70.000		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					70.000					70.000		
<i>Notes</i>													
7	Giulio Del Ninno	Independent non-executive director	01/01/2011 - 31/12/2011	18/04/2012									
	I) Remuneration form the company which prepares the financial statements					70.000					70.000		
	(II) Remuneration from subsidiaries and associates												
	Massimo Tononi					70.000					70.000		
8	Claudio De Conto	Independent non-executive director	01/01/2011 - 31/12/2011	18/04/2012									
	I) Remuneration form the company which prepares the financial statements					70.000					70.000		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					70.000					70.000		
9	Fritz Froehlich	Independent non-executive director	03/03/2011 - 31/12/2011	18/04/2012									
	I) Remuneration form the company which prepares the financial statements					70.000					70.000		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					70.000					70.000		
10	Massimo Tononi	Independent non-executive director	01/01/2011 - 31/12/2011	18/04/2012									
	I) Remuneration form the company which prepares the financial statements					70.000					70.000		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					70.000					70.000		

Table 1 – follows

	Full name	Position held	Term of office	End of term of office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Non-cash benefits	Other remuneration	Total	Fair value of equity remuneration	End-of-service or post-employment benefits
							Bonuses and other incentives	Profit sharing					
	A	B	C	D	1	2	3		4	5			
11	Mario Ortu	Independent non-executive director	24/01/2011 - 03/03/2011										
	I) Remuneration form the company which prepares the financial statements					0					0		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					0					0		
12	Sergio Erede	Independent non-executive director	01/01/2011 - 24/01/2011										
	I) Remuneration form the company which prepares the financial statements					5.833					5.833		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					5.833					5.833		
13	Marcello Garzia	Chairman of the Board of Statutory Auditors	01/01/2011 - 31/12/2011	2013									
	I) Remuneration form the company which prepares the financial statements					20.660					20.660		
	(II) Remuneration from subsidiaries and associates					42.263					42.263		
	(III) Total					62.923					62.923		

Table 1 – follows

	Full name	Position held	Term of office	End of term of office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Non-cash benefits	Other remuneration	Total	Fair value of equity remuneration	End-of-service or post-employment benefits
							Bonuses and other incentives	Profit sharing					
	A	B	C	D	1	2	3	3	4	5			
14	Paolo Burlando	Auditor	01/01/2011 - 31/12/2011	2013									
	I) Remuneration form the company which prepares the financial statements					12.920					12.920		
	(II) Remuneration from subsidiaries and associates												
	(III) Total					12.920					12.920		
15	Luigi Guerra	Auditor	01/01/2011 - 31/12/2011	2013									
	I) Remuneration form the company which prepares the financial statements					12.920					12.920		
	(II) Remuneration from subsidiaries and associates					35.500					35.500		
	(III) Total					48.420					48.420		
16	2	Managers with strategic responsibility											
	I) Remuneration form the company which prepares the financial statements					520.000		78.662		7.412	606.074	120.653	
	(II) Remuneration from subsidiaries and associates					378.338		242.701		11.292	632.331	127.835	
	(III) Total					898.338		321.363		18.704	1.238.405	248.488	
	Notes					of which 139.273 euro as fee for non-competition clause							

Table 2 – Stock options allocated to members of the Board of Directors, general managers and other managers with strategic responsibilities

A	B	1	Options held at the start of the year			Options allocated during the year						Options exercised during the year			Options expired in the year	Options held at the end of the year	Options accruing in the year
			2	3	4	5	6	7	8	9	10	11	12	13	14	15=2+5-11-14	16
Full name	Position held	Plan	Number of options	Exercise price	Possible exercise period (from-to)	Number of options	Exercise price	Possible exercise period (from-to)	Fair value at allocation date	Allocation date	Market price of underlying shares at the allocation of shares	Number of options	Exercise price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair value
Valerio Battista	Chief Executive																
Remuneration in the company which prepares the financial statements	Performance Share 2011-2014 (resolution 14 April 2011)					164.086	0,10	from 02/09/2014 to 02/12/2014	10,53	02/09/2011	10,63					164.086	246.833
Remuneration from subsidiaries and associates																	
Total						164.086	0,10				10,63						246.833
Notes																	This fair value is calculated considering a no. of rights equal to 4/28 of those allocated.
Fabio Romeo	Senior Vice President Energy Business																
Remuneration in the company which prepares the financial statements																	
Remuneration from subsidiaries and associates	Performance Share 2011-2014 (resolution 14 April 2011)					67.857	0,10	from 02/09/2014 to 02/12/2014	10,53	02/09/2011	10,63					67.857	102.076
Total						67.857	0,10				10,63					67.857	102.076
Notes																	

Table 2 – follows

A	B	1	Options held at the start of the year			Options allocated during the year						Options exercised during the year			Options expired in the year	Options held at the end of the year	Options accruing in the year
			2	3	4	5	6	7	8	9	10	11	12	13	14	15=2+5-11-14	16
Full name	Position held	Plan	Number of options	Exercise price	Possible exercise period (from-to)	Number of options	Exercise price	Possible exercise period (from-to)	Fair value at allocation date	Allocation date	Market price of underlying shares at the allocation of shares	Number of options	Exercise price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair value
Pier Francesco Facchini	Chief Financial Officer																
Remuneration in the company which prepares the financial statements	Stock Option Plan 2006		98.051	4,65	March 2011 - April 2013							25.000	4,65	10,51		73.051	
	Performance Share 2011-2014 (resolution 14 April 2011)					56.387	0,10	from 02/09/2014 to 02/12/2014	10,53	02/09/2011	10,63					56.387	84.822
Remuneration from subsidiaries and associates																	
Total						56.387	0,10				10,63					129.438	84.822
Notes																	
Frank Dorjee	Chief Strategy Officer																
Remuneration in the company which prepares the financial statements	Performance Share 2011-2014 (resolution 14 April 2011)					67.665	0,10	from 02/09/2014 to 02/12/2014	10,53	02/09/2011	10,63					67.665	101.787
Remuneration from subsidiaries and associates																	
Total						67.665	0,10				10,63					67.665	101.787
Notes																	
Managers with strategic responsibility	2 people																
Remuneration in the company which prepares the financial statements	Performance Share 2011-2014 (resolution 14 April 2011)					50.748	0,10	from 02/09/2014 to 02/12/2014	10,53	02/09/2011	10,63					50.748	76.340
Remuneration from subsidiaries and associates																	
Total						104.518	0,10				10,63					104.518	157.225
Notes																	

Table 3A - Incentive plans based on financial instruments other than stock options, in favour of members of the Board of Directors, general managers and other managers with strategic responsibilities

A	B	1	Financial instruments allocated in previous years that did not vest in the year		Financial instruments allocated in the year					Financial instruments that vested during the year and were not allocated	Financial instruments that vested during the year and could be allocated		Financial instruments accruing in the year
			2	3	4	5	6	7	8	9	10	11	12
Full name	Position held	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at allocation date	Vesting period	Allocation date	Market price at allocation	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair Value
Valerio Battista	Chief Executive Officer												
Remuneration in the company which prepares the financial statements	Performance Share 2011-2014 (resolution 14 April 2011)				94.351	10,63	02/09/2014	02/09/2011	10,63				143.278
Remuneration from subsidiaries and associates													
Total					94.351								143.278
Notes													
Fabio Romeo	Senior Vice President Energy Business												
Remuneration in the company which prepares the financial statements													
Remuneration from subsidiaries and associates	Performance Share 2011-2014 (resolution 14 April 2011)				39.018	10,63	02/09/2014	02/09/2011	10,63				59.252
Total					39.018								59.252
Notes													

Table 3A – follows

A	B	1	Financial instruments allocated in previous years that did not vest in the year		Financial instruments allocated in the year					Financial instruments that vested during the year and were not allocated	Financial instruments that vested during the year and could be allocated		Financial instruments accruing in the year
			2	3	4	5	6	7	8		9	10	
Full name	Position held	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at allocation date	Vesting period	Allocation date	Market price at allocation	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair Value
Pier Francesco Facchini	Chief Financial Officer												
Remuneration in the company which prepares the financial statements		Performance Share 2011-2014 (resolution 14 April 2011)			32.423	10,63	02/09/2014	02/09/2011	10,63				49.236
Remuneration from subsidiaries and associates													
Total					32.423								49.236
Notes													
Frank Dorjee	Chief Strategy Officer												
Remuneration in the company which prepares the financial statements		Performance Share 2011-2014 (resolution 14 April 2011)			38.907	10,63	02/09/2014	02/09/2011	10,63				59.084
Remuneration from subsidiaries and associates													
Total					38.907								59.084
Notes													

Table 3A – follows

A	B	1	Financial instruments allocated in previous years that did not vest in the year		Financial instruments allocated in the year					Financial instruments that vested during the year and were not allocated	Financial instruments that vested during the year and could be allocated		Financial instruments accruing in the year
			2	3	4	5	6	7	8		9	10	
Full name	Position held	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at allocation date	Vesting period	Allocation date	Market price at allocation	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair Value
Managers with strategic responsibility	2 people												
Remuneration in the company which prepares the financial statements	Performance Share 2011-2014 (resolution 14 April 2011)				29.181	10,63	02/09/2014	02/09/2011	10,63				44.313
Remuneration from subsidiaries and associates	Performance Share 2011-2014 (resolution 14 April 2011)				30.918	10,63	02/09/2014	02/09/2011	10,63				46.951
Total					60.098								91.263
Notes													

Table 3B – Cash incentive plans in favour of members of the Board of Directors, general managers and other managers with strategic responsibilities

A	B	1	2			3			4
Full name	Position held	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Valerio Battista	Chief Executive Officer		Payable / Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
Remuneration in the company which prepares the financial statements		Plan A (MBO 2011 to be paid in 2012)	226.084	1.695.634	24 months				
		Long-Term Cash Incentive Plan						2.151.843	
Remuneration from subsidiaries and associates									
Total			226.084	1.695.634				2.151.843	0
Notes									
Full name	Position held	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			Payable / Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
Fabio Romeo	Senior Vice President energy Business								
Remuneration in the company which prepares the financial statements									
Remuneration from subsidiaries and associates		Plan A (MBO 2011 to be paid in 2012)	105.182	788.869	24 months				
		Long-Term Cash Incentive Plan						874.157	
		One off							30.000
Total			105.182	788.869				874.157	30.000
Notes									

Table 3B – follows

A	B	1	2			3			4
Full name	Position held	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Pier Francesco Facchini	<i>Chief Financial Officer</i>		Payable / Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
Remuneration in the company which prepares the financial statements	Plan A (MBO 2011 to be paid in 2012)	87.403	655.523	24 months					
	Long-Term Cash Incentive Plan							714.448	
	One off								40.000
Remuneration from subsidiaries and associates									
Total		87.403	655.523					714.448	40.000
Notes									
Full name	Position held	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			Payable / Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
Frank Dorjee	<i>Chief Strategy Officer</i>								
Remuneration in the company which prepares the financial statements									
Remuneration from subsidiaries and associates	Plan A (MBO 2011 to be paid in 2012)	366.188	183.094	24 months					
	Retention Bonus		600.000	3 months					
	One off								991.500
Total		366.188	783.094						991.500
Notes									of which: 841.500 paid by subsidiaries as transaction bonus

Table 3B – follows

A	B	1	2			3			4
Full name	Position held	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Stefano Bulletti			Payable / Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
Remuneration in the company which prepares the financial statements	Plan A (MBO 2011 to be paid in 2012)								
	Long Term Cash Incentive Plan							204.000	
Remuneration from subsidiaries and associates									
Total			0	0				204.000	
Notes									
Full name	Position held	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			Payable / Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
Other managers with strategic responsibility									
Remuneration in the company which prepares the financial statements	Plan A (MBO 2011 to be paid in 2012)		78.662	589.973					
	Long Term Cash Incentive Plan								
Remuneration from subsidiaries and associates	Plan A (MBO 2011 to be paid in 2012)		242.701	121.351					
	Long Term Cash Incentive Plan								
Total			321.363	711.324				0	
Notes									

TABLE 1: Equity investments of members of the Boards of Directors and Statutory Auditors and of general managers

FULL NAME	POSITION HELD	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NUMBER OF SHARES BOUGHT	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT YEAR
Valerio Battista	Chief Executive Officer	Prysmian S.p.A	2.218.607	681.141	0	2.899.748
Pier Francesco Facchini	Director	Prysmian S.p.A	33.000	25.000	0	58.000
Stefano Bulletti	Director - up to 03/03/2011	Prysmian S.p.A	5.000	0	5.000	0
Frank Dorjee	Director - from 03/03/2011	Prysmian S.p.A	0	6.555	0	6.555

TABLE 2: Equity investments of other managers with strategic responsibility

NUMBER OF MANAGERS WITH STRATEGIC RESPONSIBILITY	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NUMBER OF SHARES BOUGHT	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT YEAR
1	Prysmian S.p.A.	5.300	1.500	0	6.800