

PRYSMIAN S.P.A.

**Ordinary and Extraordinary Shareholders' Meeting held on April 16th 2013
Summary report of the votes upon the items of the Shareholders' Meeting agenda**

Ordinary Session

1. Financial statements at 31 December 2012; Directors' report and proposed allocation of profit for the year; report by the Board of Statutory Auditors; report by the Independent Auditors; related resolutions.

Shares represented at Shareholders' Meeting	120,732,936, equal to 56.262% of the share capital
Voting Shares	119,077,936, equal to 55.49% of the share capital
In favor	118,957,783
Against	40,152
Abstained	80,001

2. Appointment of the Board of Statutory Auditors and its Chairman for the period 2013-2015.

Shares represented at Shareholders' Meeting	120,732,885, equal to 56.262% of the share capital
Voting Shares	120,732,885, equal to 56.262% of the share capital
In favor of the Slate no.1 – presented by the shareholder Clubtre Srl	97,997,067
In favor of the Slate no.2 – jointly presented by a group of fund management companies and institutional investors	18,423,915
Against to all the Slates	933,011
Abstained	3,378,892

3. Determination of the emoluments of members of the Board of Statutory Auditors – proposal of the shareholder Clubtre S.r.l.

Shares represented at Shareholders' Meeting	120,732,885, equal to 56.262% of the share capital
Voting Shares	118,939,485, equal to 55.426% of the share capital
In favor	107,774,297
Against	3,116,233
Abstained	8,048,955

4. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholder resolution dated 18 April 2012; related resolutions.

Shares represented at Shareholders' Meeting	120,732,885, equal to 56.262% of the share capital
Voting Shares	118,939,485, equal to 55.426% of the share capital
In favor	117,679,817
Against	879,667
Abstained	380,001

5. Share ownership plan in favour of Prysmian Group's employees.

Shares represented at Shareholders' Meeting	120,732,884, equal to 56.262% of the share capital
Voting Shares	118,939,484, equal to 55.426% of the share capital
In favor	116,210,079
Against	1,969,320
Abstained	760,085

6. Consultation on the Prysmian Group's remuneration policies.

Shares represented at Shareholders' Meeting	120,732,884, equal to 56.262% of the share capital
Voting Shares	118,939,484, equal to 55.426% of the share capital
In favor	115,434,808
Non in favor	2,744,589
Abstained	760,087

Extraordinary Session

1. Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 4 March 2013, reserved to Institutional Investors and with nominal value equal to Euro 300,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,344,411.30, by issuing up to 13.444.113

ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction.

Shares represented at Shareholders' Meeting	120,732,884, equal to 56.262% of the share capital
Voting Shares	118,939,484, equal to 55.426% of the share capital
In favor	117,986,550
Against	192,848
Abstained	760,086

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