

PRYSMIAN S.P.A.

**Ordinary and Extraordinary Shareholders' Meeting held on April 16th 2015
Summary report of the votes upon the items of the Shareholders' Meeting agenda**

Ordinary Session

1. Financial statements at 31 December 2014; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,835,571, equal to the 53.911% of the share capital
In favor	116,575,473
Against	0
Abstained	260,098

2. Allocation of net profit for the year and distribution of dividend.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,835,571, equal to the 53.911% of the share capital
In favor	113,577,873
Against	2,998,787
Abstained	258,911

3. Determination of the number of members of the Board of Directors.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,835,571, equal to the 53.911% of the share capital
In favor	116,544,670
Against	31,990
Abstained	258,911

4. Determination of the term of office of the Directors.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,835,571, equal to the 53.911% of the share capital
In favor	116,498,209
Against	78,451
Abstained	258,911

5. Appointment of the Directors

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	117,497,848, equal to the 54.216% of the share capital
In favor of the Slate no.1- presented by the outgoing Board of Directors	93,073,047
In favor of the Slate no.2 – presented by the shareholder Clubtre S.p.A.	14,870,427
In favor of the Slate no.3 – jointly presented by a group of fund management companies and institutional investors	6,109,950
Against to all the Slates	464,478
Abstained	2,979,946

6. Determination of the remuneration of the Directors.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,579,650, equal to the 53.793% of the share capital
In favor	114,915,159
Against	150,175
Abstained	1,514,316

7. 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 16 April 2014; related resolutions.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,579,650, equal to the 53.793% of the share capital
In favor	115,716,516
Against	572,233
Abstained	290,901

8. Appointment of the independent statutory auditor for fiscal years 2016-2024: related resolutions.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,579,650, equal to the 53.793% of the share capital
In favor	115,930,132
Against	152,854
Abstained	496,664

9. Incentive plan: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.

Shares represented at Shareholders' Meeting	119,420,571, equal to the 55.103% of the share capital
Voting Shares	116,579,650, equal to the 53.793% of the share capital
In favor	110,858,532
Against	4,238,792
Abstained	1,482,326

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

Shares represented at Shareholders' Meeting	119,416,571, equal to the 55.102% of the share capital
Voting Shares	116,575,650, equal to the 53.791% of the share capital
In favor	111,556,852
Non in favor	3,223,536
Abstained	1,795,262

Extraordinary Session

1. Proposal to increase the share capital free of charge, to be reserved to Prysmian Group employees for the implementation of an incentive plan, in a maximum nominal amount of Euro 536,480, through the award, under art. 2349 of the Italian Civil Code, of an equivalent maximum amount either of profit or of profit reserves, with the issue of up to no. 5,364,800 ordinary shares with a nominal value of Euro 0.10 each. Revocation of the authorisation to a similar capital under the shareholder resolution dated 16 April 2014. Amendment of art. 6 of the By-laws. Resolutions related thereto.

Shares represented at Shareholders' Meeting	119,416,571, equal to the 55.102% of the share capital
Voting Shares	116,575,650, equal to the 53.791% of the share capital
In favor	111,454,949
Against	3,638,375
Abstained	1,482,326

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