

Notice Convening Extraordinary General Meeting of Shareholders

Shareholders and other persons entitled to attend and cast votes are invited to attend an Extraordinary General Meeting of Shareholders of Draka Holding N.V. ("Draka") (the "Meeting"), to be held on 26 January 2011 at 14.00 hours at the Holiday Inn Amsterdam, De Boelelaan 2, 1083 HJ Amsterdam.¹

The agenda with explanatory notes as well as a copy of the intended amendment to the articles of association have been published on the website of Draka (www.draka.com) and are available for inspection by the shareholders and other persons entitled to attend at the offices of the company, De Boelelaan 7, 1083 HJ Amsterdam and at the office of ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam, and copies are available there free of charge. Further relevant information regarding the Meeting, including the position of the central works council of Draka, will be made available in the same manner.

Agenda

1. Opening
2. Recent information and developments
3. Discussion of the intended public offer by Prysmian S.p.A. on all the issued and outstanding ordinary shares in the capital of Draka (the "Offer")
4. Amendment of the articles of association
 - a. Proposal to amend the articles of association per the Settlement Date, being the date on which the transfer of shares takes place upon payment of the offer price, subject to the condition precedent that the Offer is declared unconditional (Resolution)
 - b. Proposal to amend the articles of association per the date of de-listing on Euronext, subject to the condition precedent that the Offer is declared unconditional (Resolution)
 - c. Proposal to grant a power of attorney to each member of the Board of Management and each separate civil law notary, deputy civil law notary and notarial employee of Allen & Overy LLP, to apply for a declaration of no objections to the Ministry of Justice on the draft amendment to the articles of association and to have all the deeds of amendment of the articles of association executed, subject to the condition precedent that the Offer is declared unconditional (Resolution)
5. Resignation of Mrs A.M. Fentener van Vlissingen and Messrs. F.W. Fröhlich, B.E. Dijkhuizen, F.H. Fentener van Vlissingen, R.F.W. van Oordt and J.C.M. Schönfeld as members of the Supervisory Board and the proposal to grant full and final release from liability, subject to the condition precedent that the Offer is declared unconditional (Resolution)
6. Appointment of Messrs. M. Battaini, P.F. Facchini and F. Romeo as members of the Supervisory Board, subject to the condition precedent that the Offer is declared unconditional (Resolution)
5. Any other business
6. Closing

Persons entitled to attend are those who were recorded in a register to be designated by the Board of Management as having those rights on Wednesday 29 December 2010 after the close of trade on Euronext Amsterdam by NYSE Euronext (the "Record Date"). For holders of bearer ordinary shares the designated register is the books of institutions affiliated to the Dutch Central Securities Depository

¹ This notice convening the Extraordinary General Meeting of Shareholders with the agenda specified herein is posted today with respect to amended legalisation regarding the notice period and on the assumption that Prysmian S.p.A. has launched a public offer for all the issued and outstanding ordinary shares in the capital of Draka Holding N.V. before 26 January 2011 by virtue of an approved offer memorandum to be made generally available.

(NECIGEF) per the Record Date. For holders of registered ordinary shares and preference shares the designated register is the shareholders' register as kept by the company.

Holders of ordinary registered shares and preference shares who wish to attend the Meeting must submit written notice of this to the Board of Management and who wish to be represented by a third party must complete and send a written power of attorney to the office of the company. All notices of attendance must be received by the Board of Management and written powers of attorney must be deposited with the office of the company by 19 January 2011 at the latest. Notices and powers of attorney may also be submitted by e-mail to info@draka.com.

Holders of ordinary bearer shares who wish to attend the Meeting must have their bank submit a statement by 19 January 2011 at the latest to ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam confirming their rights, together with written powers of attorney, if they wish to be represented by a third party. They will be sent a certificate of deposit. This certificate of deposit will serve as an admission ticket to the Meeting.

Identification

Those entitled to attend may be asked to present proof of their identity prior to admission and are therefore requested to carry a valid identity document.

Amsterdam, 15 December 2010

Supervisory Board and Board of Management

*Draka Holding N.V.
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