

Explanatory notes to the agenda

Information pertaining to agenda item 2

Draka will provide, amongst others, an update on the anticipated results over the financial year 2010.

Information pertaining to agenda item 3

On 22 November 2010, Prysmian S.p.A. ("Prysmian") announced its intention to launch a recommended public offer for all the issued and outstanding ordinary shares in the capital of Draka Holding N.V. ("Draka") (the "Offer"). Reference is made to the joint press release dated 22 November 2010 as published on Draka's website (www.draka.com). The Offer shall be set out in more detail by Prysmian in an offer memorandum which is expected to be published in the first half of January 2011. More relevant information and documents in this respect will be published on Draka's website as soon as this information and these documents are available.

In accordance with article 18 of the Public Takeover Bids (Financial Supervision Act) Decree Draka will give an explanation of the Offer during an Extraordinary General Meeting of Shareholders (in the event the Offer is indeed launched before the date of the Extraordinary General Meeting of Shareholders), after which the Offer will be discussed. In particular, the Board of Management and the Supervisory Board wish to explain their position with respect to the recommendation and support of the Offer, subject to their fiduciary out.

We strongly recommend you to form your own opinion on the Offer and the consequences thereof for you personally on the basis of the expected offer memorandum, the position statement therein included and, if so desired, independent advice.

Information pertaining to agenda item 4

Item 4.a

In relation to the Offer it has been agreed with Prysmian that, in the event the Offer is being declared unconditional, changes are to be made to the corporate governance of the Company, as included in the articles of association of Draka as they currently read.

These changes mainly concern a shift of certain authorities from the Board of Management and/or Supervisory Board to the General Meeting of Shareholders:

a. The authority to resolve to (i) issue shares, (ii) grant rights to subscribe for shares and (iii) to limit or exclude pre-emptive rights in relation to (i) and (ii), vests with the General Meeting of Shareholders instead of the Board of Management to the extent the General Meeting of Shareholders has not transferred these authorities to another body of Draka. The Supervisory Board has to approve the resolutions as referred in (i), (ii) and (iii).

b. Resolutions to reduce the capital of the Company and to amend the articles of association of Draka are no longer adopted by the General Meeting of Shareholders *at the proposal of the Board of Management*. The requirement of the Supervisory Board having to approve an amendment to the articles of association ceases to apply as well.

c. In relation to the Board of Management (i) the General Meeting of Shareholders determines the number of members of the Board of Management instead of the Supervisory Board, (ii) the Supervisory Board no longer makes any binding nominations for the appointment of members to the Board of Management and

(iii) a resolution regarding suspension or dismissal of a member of the Board of Management by the General Meeting of Shareholders requires in all circumstances a simple majority of the votes cast.

d. In the provisions regarding profit and distributions the authority to determine which part of the profit shall be reserved and which part shall be distributed shall vest with the General Meeting of Shareholders instead of the Board of Management. The authority to make interim distributions shifts from the Board of Management to the General Meeting of Shareholders. Resolutions in respect of stock dividends and distributions out of reserves are no longer adopted by the General Meeting of Shareholders *at the proposal of the Board of Management*. The requirement of the Supervisory Board having to approve such resolutions ceases to apply as well.

The articles of association will no longer provide for the possibility to issue protective preference shares.

Item 4.b

As regards the amendment of the articles of association per the date of delisting, in addition to the amendments set out above, the clauses that specifically relate to the listing on NYSE Euronext have been deleted.

The verbatim of the proposed amendments of the articles of association has been made available in accordance with de procedure as prescribed by law.

Information pertaining to agenda item 5

In connection with the Offer, the following members of the Supervisory Board will resign subject to the Offer being declared unconditional and effective as from Settlement Date:

Mr F.W. Fröhlich (Chairman)

Mrs A.M. Fentener van Vlissingen

Mr B.E. Dijkhuizen

Mr F.H. Fentener van Vlissingen

Mr R.F.W. van Oordt

Mr J.C.M. Schönfeld

(collectively the "Resigning Supervisory Board Members")

Mr L.M.J. van Halderen and Mr A.W. Veenman will stay on as independent members (*i.e.* within the definition of the Corporate Governance Code).

Proposal

In connection with their resignation it is proposed to grant the Resigning Supervisory Board Members a full and final release from liability for their supervision of Draka for the financial years 2010 and 2011 (inclusive). The discharge will be effective as from the Settlement Date, and under the condition precedent that the Offer is declared unconditional.

Information pertaining to agenda item 6

Provided that no other person is put forward by the General Meeting of Shareholders and the central works council, the Supervisory Board proposes to appoint Mr Massimo Battaini, Mr Pier Francesco Facchini and

Mr Fabio Ignazio Romeo as supervisory directors, all for a period of four (4) years. In accordance with article 25 paragraph 1 of the articles of association of the Company, the term of office of all of them shall end after the first general meeting to be held in the fourth year after the year of their appointment.

In accordance with article 2:144a of the Dutch Civil Code the central works council of Draka has been granted the opportunity to determine its position in relation to the proposed supervisory directors.

Information pertaining to agenda item 6.a

The Supervisory Board nominates Mr Massimo Battaini (48) (Italian).

Mr Battaini obtained a degree in Mechanical Engineering from the Polytechnic University Milan in 1986 and a MBA at Bocconi University Milan in 2001. His first work experience was with Pirelli Tyre Group where, from 1987 up to 1999, he held different positions in R&D and Operations. From 2000 to 2002 he headed the Business Development department in Pirelli Holding covering the three Business Divisions Tyres, Energy Cables and Telecom Cables. In 2002 he was appointed as Operations Director of Energy Cables and Telecom Cables of Pirelli Group. Mr Battaini is currently the UK CEO of the Prysmian Group, becoming from January 1st, 2011, the Chief Operating Officer of the Prysmian Group.

At the date of the Meeting, Mr Battaini does not hold any shares in Draka.

Proposal

The Supervisory Board nominates Mr Battaini for appointment as supervisory director with a term of office of four (4) years. The nomination shall be effective as per the Settlement Date, and under the condition precedent that the Offer is declared unconditional.

Information pertaining to agenda item 6.b

The Supervisory Board nominates Mr Pier Francesco Facchini (43) (Italian).

Mr Facchini obtained a degree in Business Economics from the Bocconi University Milan in 1991. His first work experience was with Nestlé Italia where, from 1991 up to 1995, he held different positions in the Management and Finance departments. From 1995 up to 2001, he worked at the Panalpina Group where he held the position of Regional Financial Controller for the Asia-Pacific region. During his career at the Panalpina Group he was also appointed CFO of Panalpina Korea and Panalpina Italia Trasporti Internazionali S.p.A. In April 2001, he was appointed as CFO of the Consumer Services Business Unit of Fiat Auto and from 2003 until November 2006, he held the position of CFO of the Benetton Group. Mr Facchini became CFO of the Prysmian Group in January 2007.

At the date of the Meeting, Mr Facchini does not hold any shares in Draka.

Proposal

The Supervisory Board nominates Mr Facchini for appointment as supervisory director with a term of office of four (4) years. The nomination shall be effective as per the Settlement Date, and under the condition precedent that the Offer is declared unconditional.

Information pertaining to agenda item 6.c

The Supervisory Board nominates Mr Fabio Ignazio Romeo (55) (Italian).

Mr Romeo obtained a degree in Electronic Engineering from the Polytechnic University Milan in 1979, an M.S. and a Ph.D. in Electrical Engineering and Computer Sciences from the University of California at

Berkeley, in 1986 and 1989, respectively. His first work experience was in 1981 with Tema (ENI Group) as Project Manager for Chemical Plants. In 1982, he moved to Honeywell as Technical Advisor to Honeywell's CEO. In 1989, he joined the Electronics division of Magneti Marelli as Innovation Manager. In 1998, he was appointed Managing Director of the Electronics Systems division of Magneti Marelli. He joined the Pirelli Group in 2001 as Director of the Truck business unit for Pirelli Tyre division and, one year later, became the Utilities Director of the Cable division of the Pirelli Group. He has been the Head of Energy Cables & Systems division of Pirelli Group since December 2004. Mr Romeo is currently the Head of Energy Cables & Systems division of the Prysmian Group, becoming from January 1st, 2011, the Chief Commercial Officer of the Prysmian Group.

At the date of the Meeting, Mr Romeo does not hold any shares in Draka.

Proposal

The Supervisory Board nominates Mr Romeo for appointment as supervisory director with a term of office of four (4) years. The nomination shall be effective as per the Settlement Date, and under the condition precedent that the Offer is declared unconditional.