

PRYSMIAN S.p.A.

BOARD OF DIRECTORS

GUIDANCE OPINION
ON THE QUALITATIVE AND QUANTITATIVE
COMPOSITION
OF THE BOARD OF DIRECTORS
FOR THE THREE-YEAR PERIOD 2021-2023

INTRODUCTION

Article 14 of the By-Laws of Prysmian S.p.A (“Prysmian” or the “Company”) establishes that the outgoing Board of Directors, as well as those shareholders who, alone or together with other shareholders, represent a total of at least 2% (two per cent) of the ordinary share capital with voting right at the ordinary Shareholders' Meeting, or representing a lower percentage where required by an applicable law or regulation in force, are entitled to present slates. In its Resolution No. 44 of 29 January 2021, Consob established that for the current year the minimum equity interest in the Company required to submit slates of candidates is 1%.

It bears recalling that the Corporate Governance Code (the “Code”)¹ recommends that for the appointment of Directors a procedure, which should ensure transparency and a balanced composition of the Board, be followed. The Code underlines the importance of the engagement of the nomination committee when the Board itself, as far as it is consistent with law provisions, submits a slate for the renewal of the BoD.

In light of the results of the self-assessment and peer-review process, the experience gained in the course of the term, benchmarking against comparable Italian and international firms, and an analysis of the voting policies of the main institutional investors and proxy advisors, Prysmian’s outgoing Board of Directors expresses, in the interest of those who may intend to submit a slate of candidates, its own guidance opinion concerning the qualitative and quantitative composition deemed adequate to the performance of its activity. The opinion includes, *inter alia*, the management and professional profiles and skills deemed necessary for potential candidates, including in light of the Company's industrial characteristics, considering that candidates’ authoritativeness and competency must be commensurate with the tasks that the Directors are called on to perform, also with respect to the Company’s size and complexity, business objectives and strategic vision.

QUANTITATIVE COMPOSITION OF THE BOARD OF DIRECTORS

Article 14 of Prysmian’s By-Laws establishes that the Company shall be managed by a Board of Directors of no less than 7 (seven) members nor more than 13 (thirteen) members. Within this range, the proper size of the Board of Directors is also determined according to the number and composition of the internal committees generally formed by the Board of Directors in the course of recent terms, of which, it should be recalled, there have been

¹ The Corporate Governance Code for Listed Companies (edition January 2020), approved by the Corporate Governance Committee promoted by issuers’ associations (ABI, ANIA, Assonime, Confindustria), the Italian Stock Exchange (Borsa Italiana S.p.A.) and investors’ association (Assogestioni).

three (at the date of this document, the Audit and Risks Committee, the Remuneration and Nomination Committee and the Sustainability Committee, all of which have three members).

International best practice does not indicate an ideal number of members of the boards of Directors of listed issuers, merely specifying that boards must be adequate to the size of the issuer and the characteristics of the activity that they are tasked with performing. In view of the appointment of the new Board of Directors, a comparative analysis was performed of the main players in the industry included in the FTSE MIB index, with a specific focus on identifying optimal size. Upon the conclusion of these assessments, and in light of the results of the Self-Assessment, the Board intends to propose that the Shareholders' Meeting set the number of members of the Board of Directors at twelve, deeming it adequate to the need to form internal committees within the Board and to ensure efficient, effective management of the functioning of the Board of Directors.

The Board of Directors also recommends that candidates for the position of Director should hold no more than four positions at companies listed on regulated markets when they are nominated as candidates, including their possible appointment to Prysmian's Board of Directors in the calculation.

QUALITATIVE COMPOSITION OF THE BOARD OF DIRECTORS

With regard to the composition of the Board, the Code recommends that, according to the issuer's business, the various members (executive, non executive, independent) and the professional and managerial competences, including international experience, are adequately represented, taking into account also the benefits that could stem from the presence of different genders, geographical origins, education and culture, age and seniority. It is also recommended that the number, competence, authoritativeness and time availability of non-executive Directors shall be such as to ensure that their judgement may have a significant impact on the taking of Board's decisions.

As for the general and personal characteristics of the members of the Board of Directors, it is considered appropriate that:

- there is a balanced combination of profiles, attitudes and experience gained in industrial sectors with particular attention to strategic, managerial, operational, technological innovation, financial and control issues;
- some of the managers of the Group are directly present on the Board with the role of executive Directors, taking into account the position and individual background

- that they may possess, in order to guarantee, with their specific skills, continuity and specialist knowledge of the company and the market where the Group operates;
- discussion is guaranteed and ensured by the independent Directors, based on the presence of a suitable number of the latter, in accordance with the parameters indicated by the Code, identified in at least half the members of the Board, which also allows the possibility, in the judgement of the Board serving at the time, of calling only — or, where applicable, a majority of — independent Directors to sit on the internal committees, with an adequate distribution of roles;
 - also for the purposes described in the previous point, the new Board of Directors appoints an internal Lead Independent Director, in line with international best practices and the provisions of the Corporate Governance Code, which recommends the appointment of this function in the so-called large companies, like Prysmian, if requested by the majority of independent Directors (see Article 3, Recommendation 13) and tasks the said function with collecting and coordinating the requests and contributions of non-executive Directors and, in particular, of independent ones, as well as with coordinating the meetings of the independent Directors (see Article 3 Recommendation 14);
 - due consideration is paid to the accumulation of offices and the availability in terms of time which the candidates for the role of Director could guarantee in fulfilling their role, considering these key elements for the effective undertaking of the role;
 - differences in background are duly recognised, in particular international experience (regardless of nationality) and gender diversity;
 - the distribution of the length of service of Directors is guaranteed, since a range of ages is considered an added value, but constant turnover is too, with the provision of limits on the number of years of service and their age.

PROFESSIONAL REQUIREMENTS/BOARD SKILL MATRIX

In line with the best practice in Anglo-Saxon countries, and without prejudice to compliance with any provisions in the regulations in force, the Company has decided to equip itself with a Board Skill Matrix, through which the existing skills of the Board, as well as any gaps, are assessed and through which indications are thus provided on the candidates deemed useful to the composition of the slates. The skills which have been identified in the matrix are the result of past experiences/background:

- **Management & Strategy:** at least 3 years' experience in top management positions, such as CEO/Chairman/Senior Executive in Italian or foreign listed companies of significant size and complexity, leading strategy, business development/transformation or a strategic function, ideally with a specific experience in M&As and post-merger integrations.
- **Background in the sectors in which Prysmian Group operates or in related sectors:** significant experience in the industrial sector or other sectors that are complementary in terms of product portfolio, focusing on complex projects in the most strategic areas for the business, including Energy, Telecommunications, Transmission Networks and Industrial Solutions.
- **Technology, Digitalisation, R&D, Engineering & ICT:** background in technology, research and development, and innovation, with a special focus on digital, Information and Communication Technology.
- **Marketing, Customers' profile & Commercial:** skill and experience in marketing and commercial activities with knowledge of the key countries where the Group operates.
- **Finance, Accounting & Risk Management:** experience in the lending and finance sector; it is preferable to have a background as a Risk Officer, Internal Auditor, or 5 years on a Risk and Audit committee, and/or experience as a CFO or Statutory Auditor.
- **Governance:** knowledge of the laws, legislation, codes of conduct and governance best practices for listed companies; experience preferably chairing Governance or Nomination committees.
- **Sustainability/ESG:** skills and experience in integrating sustainability/ESG issues in the business vision.

The presence on the Board of Directors of members who, collectively, have all or most of the aforementioned skills and experience facilitates discussion and the functioning of the Board itself.

An international perspective and experience are also fundamental characteristics to be considered when choosing candidates for Prysmian's Board of Directors. However, international experience need not refer to citizenship of a country other than Italy, but a significant professional experience abroad and/or in important positions at companies with a strong international exposure.

In addition to the professional skills, it is also recommended that some personal characteristics — defined in detail during the Board's Peer Review conducted last year — are taken into due consideration, such as:

- the ability to take on new challenges, thus innovating and favouring change;
- openness to reciprocal discussion and feedback;
- attitude to collaborate, understanding the importance of diversity;
- business judgement and strategic contribution to encourage attitudes that are focussed on results and on business development and decisions.

It is also recommended that due account be taken of the board leadership and coaching/development abilities of the Directors in identifying the profiles of candidates for company offices and participating in and guiding internal committees.

Finally, it should be noted that the Company has adopted a policy on the composition of its company bodies, available from the Company's website, www.prysmiangroup.com, in the section *Company/Governance/Shareholders' meeting*, which includes recommendations for achieving the goal of having a composition of the Board of Directors formed of individuals capable of effectively performing the role assigned to them.

MAIN EXPONENTS

In view of the importance of certain roles, the Board of Directors has decided to provide specific instructions to anyone submitting a slate with a number of candidates that is higher than half the number of members to be elected, in reference to what is stated in the Corporate Governance Code (see Article 4, Recommendation 23).

Chairperson

In addition to the characteristics relevant to all Directors, the Board believes that the Chairperson should have:

- strong integrity, reputation and independence in representing all shareholders;
- exposure on international markets;
- specific knowledge of corporate governance and best practices;
- experience as a non-executive Director of companies of significant size and complexity comparable to Prysmian;
- experience as a Chairperson of a listed company;
- specific knowledge of the sector and Prysmian.

Chief Executive Officer

In addition to the characteristics relevant to all Directors, the Board believes that the Chief Executive Officer should have:

- previous experience as Chief Executive Officer or in top management roles at listed companies of comparable complexity to Prysmian;
- distinctive strategic vision;
- successful track record in managing an operating company (and not a group/holding company);
- a good reputation and standing on international markets;
- proven experience in managing complex (local and international) stakeholders in the markets relevant to Prysmian.

It is also a widespread opinion within the Board that specific expertise in the sectors of activity relevant to the Prysmian Group is also important.