

PRYSMIAN S.P.A.

CONTROL AND RISKS COMMITTEE

“Regulation”

THIS TRANSLATION IS FOR CONVENIENCE PURPOSES ONLY, IN CASE OF DISCREPANCY BETWEEN THIS TRANSLATION AND THE ITALIAN VERSION, THE LATTER SHALL PREVAIL.

Regulation of the Control and Risks Committee

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1. A control and risks committee (the “**Committee**”) is instituted within the Board of Directors of Prysmian S.p.A. (the “**Company**”), pursuant to article 7 of the Self-Regulation Code of the Corporate Governance Committee of Listed Companies (edition of July 2015) (the “**Self-Regulation Code**”) exclusively consisting of independent directors or, alternatively, consisting of non-executive directors, the majority of which shall be independent, in which case the Committee Chairman is appointed among the independent directors.

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2. The Committee has the task of putting forward proposals and providing advisory functions to the Board of Directors, as fall within the scope of its competence.

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3. The Committee has the following tasks:

- A) supporting, on the basis of an adequate preliminary investigation, the evaluations and decisions of the Board of Directors in relation to the internal control and risk management system as well as to the approval of periodical financial reports;
- B) providing for its prior opinion to the Board of Directors in connection with:
 - (i) the definition of the policy of the internal control and risk management system, in order to correctly assess the main risks regarding the Company and its subsidiaries, as well as adequately measure, manage and monitor, and determine the degree of compatibility of such risks with the management of the Company consistent with the determined strategic objectives;
 - (ii) the assessment of, at least on a yearly basis, the adequacy of the internal control and risk management system in relation to the Company’s characteristics and the risk profile as well as its efficacy;
 - (iii) the approval, at least on an annual basis, of the work plan drafted

- by the person in charge of Audit & Compliance;
- (iv) the description, within the corporate governance report, of the main features of the internal control and risk management system, also by issuing its opinion of the adequacy of the same;
 - (v) the assessment of the findings reported by the external auditor in the suggestion letter, if any, and in the report on the main issues emerged from the auditing;
 - (vi) the appointment and revocation of the person in charge of Audit & Compliance, the provision to such person with adequate resources for the fulfilment of his/her responsibilities; the definition of the relevant remuneration consistently with company's policies.
- C) Assisting the Board of Directors in:
- (i) evaluating, with the person responsible for the preparation of the corporate financial documents, after hearing the external auditors and the Board of statutory auditors, the correct application of the accounting principles, as well as their consistency for the purpose of the preparation of the consolidated financial statements, in any;
 - (ii) expressing opinions on specific aspects concerning the identification of the Company's main risks;
 - (iii) reviewing the periodic reports of the Audit & Compliance department concerning the assessment of the internal control and risk management system, as well as the other reports of the Audit & Compliance department that are particularly significant;
 - (iv) monitoring the independence, adequacy, efficiency and effectiveness of the Audit & Compliance department;
 - (v) requesting the Audit & Compliance department to carry out reviews of specific operational areas, giving simultaneous notice to the chairman of the Board of statutory auditors;
 - (vi) support, with adequate preliminary activities, the Board of Directors assessments and resolutions on the management of risks arising from detrimental facts which the Board may have been become aware of;
- D) reporting to the Board of Directors at least once every six months –

- when the financial statements and the half-year interim report are approved – on its activities, as well as on the adequacy of the internal control and risk management system and issue to the same possible proposals regarding such aspects;
- E) if granted by the Board of Directors as committee in charge for certain functions provided by the current law on related parties transactions matter, issuing a pre-emptive opinions on the approval of certain transactions by the competent body, carried out by either the Company or its subsidiaries, with related parties, in accordance with the regulation upon related parties transactions adopted by the Company;
- F) overseeing the compliance with the Ethic Code adopted by the Company.

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4. The Committee shall be appointed by the Board of Directors and shall consists of 3 (three) Directors. having the requisites of independent by the Company pursuant to the Self-Regulation Code provisions specified by applicable laws and regulations as well as by the corporate governance provisions adopted by the Company or, alternatively, of 3 (three) non-executive Directors, of which at least 2 (two) shall meet the independency requirements. One of the members, unless already established at the moment of the appointment, shall be appointed Committee Chairman by the majority of the members. In the event the Committee's members are not exclusively independent directors, only an independent director can be appointed as the Committee's Chairman.

The Chairman of the Board of Statutory Auditors, or another effective auditor appointed by the Chairman of the Board of Statutory Auditors, shall participate to the meetings of the Committee and the other statutory auditors, the Chairman of the Board of Directors as well as the Managing Directors may attend, in their capacity to intervene upon arguments at hand and identify necessary and adequate steps in order to tackle potentially critical situations. The Committee may also invite to participate in such meetings the person in charge of the internal control.

At the beginning of each meeting, the Committee Chairman shall appoint

a Secretary which may be chosen also between non-members.

The members of the Committee are appointed for the whole duration of their appointment as Directors, save for the Board of Directors' faculty of discharging or replacing the same.

In case of dismissal or termination of any said Committee members from their respective office, the Board of Directors shall proceed with the replacement of the same pursuant to the conditions set forth in this point 4.

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5. The Committee shall meet at least on a quarterly basis, when Board of Directors draws up financial statements to be released to the market, upon termination of the relevant interim period, and anyhow, as often as the Committee Chairman deems necessary or is required by the Chairman of the Board of Directors.

The Committee shall in any case meet before each meeting of the Board of Directors, having on the agenda matters relating to any of the items set forth in point 3 above. In the event in which the Committee's meeting may not be held, the Board of Directors shall anyway resolve upon any specific items at hand, after having verified the reasons of such circumstance. The members of the Committee, before approving the resolution above, shall verify that the Board of Directors has examined the assessments and the possible proposals brought forth by the Committee and that they have given written motivation of the extent in which such proposals have been taken into account for the scope of its resolutions.

The Committee shall meet at the Company's registered office, or elsewhere, upon conveyance of the Committee Chairman, or any person entitled to act on his behalf, sent at least 2 (two) days before the meeting by means of fax or o e-mail.

The notice of conveyance shall mention the place, the date and the time of the meeting as well as the list of items to be addressed. The notice may establish that for a specific meeting the participation by means of telecommunications is admitted as long as the participants can be identified and are enabled to follow the discussion and participate in it in real time, addressing the items on the agenda. In such case, the meeting shall be

deemed to be held in the place where the Committee Chairman is located, place where the Secretary need also to be located.

All the Committee's meetings shall be documented by a concise summary signed by the Chairman and the Secretary and kept at the secretariat of the Board of Directors.

The Committee Chairman shall report to the Board of Directors at the following meeting on the activities carried out by the Committee.

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6. The employees and the managing staff as well as experts and external councillors may be invited to participate to the meeting with advisory functions or for audit only.

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7. If the Committee Chairman is absent or unable to attend, the Committee's meeting is chaired by another member of the Committee, chosen by the majority of the Committee's members. If not feasible, the meeting will be chaired by the senior member of the Committee.

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8. The meetings of the Committee are valid if the majority of its members in charge are present.

The resolutions of the Committee shall be agreed upon by the majority of its members. In case of equal number of votes, the vote of the Committee Chairman shall prevail.

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