

PRYSMIAN S.P.A.

SUSTAINABILITY 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 Sustainability Committee

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1. A Sustainability Committee (the “**Committee**”) is instituted within the Board of Directors of Prysmian S.p.A. (the “**Company**”), which shall exclusively consist of independent directors or, alternatively, 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 supervises sustainability issues related to the relevant business and to its interactions with all the stakeholders.

In particular:

- (i) the promotion of a guideline to be submitted to the Board of Directors that integrates sustainability in business processes in order to ensure the creation of sustainable value over time for shareholders and all other stakeholders;
- (ii) the diffusion of the culture of sustainability among employees, shareholders, customers and, in general, stakeholders;
- (iii) the assessment of the environmental, economic and social impacts deriving from business activities;
- (iv) provide opinions on the annual and long-term sustainability objectives to be achieved;
- (v) check the Company’s ranking into the main sustainability indexes;
- (vi) provide opinions about actions and programs promoted by the Company or by its subsidiaries on Corporate Social Responsibility (CSR) issues;
- (vii) check, before the Board of Directors approval, the annual sustainability report containing non-financial information pursuant to the European Directive 2014/95/EU, as prepared by the competent

departments of the Company;

- (viii) upon instruction given by the Board of Directors, provide opinions and proposals in relation to CSR issues.

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4. The Committee may avail itself of consultants, provided that the Committee verifies in advance that such consultants are not in a position which might compromise their independence.

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5. The Committee shall be appointed by the Board of Directors and shall consist of 3 (three) directors having the requisites of independence in their quality of directors of the Company, specified by the applicable laws and regulations as well as 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 above-mentioned independence requirements. One of the members, unless otherwise established at the time of the appointment, shall be appointed Chairman of the Committee 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 Company's Chairman and the Managing Directors may be invited to participate to the Committee's meetings, without voting right, provided that they do not hold a personal interest in relation to the items at hand.

The members of the board of statutory auditors can attend any Committee's meetings.

At the beginning of each meeting, the Committee Chairman shall appoint, if not already appointed or in case of his unavailability, a Secretary which may be also chosen between non-Committee 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.

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6. The Committee shall meet at least once per year, or as often as the Committee Chairman deems necessary or is required by the Chairman of the Board of Directors.

In any case, the Committee shall meet before each meeting of the Board of Directors having on the agenda matters relating to sustainability matters, including the possible conveyance of the shareholders' meeting to approve resolutions on subject-matters falling within its competence. In the event that the Committee's meeting may not be held, the Board of Directors shall anyhow resolve upon the items at hand, after having verified the reasons of such circumstance. The members of the Committee, before approving the resolutions above, shall verify that the Board of Directors has examined the assessments and the possible proposals issued by the Committee and that the same has given written motivation of the extent in which the same have been taken into account for the purpose of its resolutions.

The Committee shall meet at the Company's registered office, or elsewhere, upon call of the Committee Chairman, or any person entitled to act on his behalf, sent, if possible, at least 2 (two) days before the meeting by means of e-mail or with other electronic systems that provide evidence of reception.

The notice of conveyance shall indicate 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 a participation by means of telecommunication will be allowed, as long as the participants can be identified and are enabled to follow the discussion and participate in real time in addressing the items of 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 needs also to be located.

All the Committee's meetings shall be documented by a concise summary signed by the Chairman and the Secretary.

The Committee Chairman, or other person designated by him, shall report to the Board of Directors at the following meeting on the activities carried out by the Committee.

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7. Employees and management staff of the Company, as well as external experts and consultants, may also be invited to participate in Committee meetings, with consultative or auditor functions.

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8. 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 is chaired by the oldest member of the Committee.

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9. 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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