

ETHICS AND INTEGRITY

The sustainability strategy adopted by the Prysmian Group is founded on a system of values that mark the behaviour of individuals both within and outside the organisation. The Code of Ethics establishes the principles for all to follow, consistent with the vision and mission of the Group.

Acting as a veritable guide to daily behaviour, the Code of Ethics plays a strategic role for the Group as a tool for preventing irresponsible or illegal conduct by those who work in the name and on behalf of Prysmian.

The values and principles expressed in the vision, mission and values of the Group are integral to this document.

The Code of Ethics lives and evolves with the development of the business in the competitive world. It is always open to receive and accepts requests for legality and propriety expressed by any group of Prysmian stakeholders.

The Group approved an update to the Code of Ethics during 2014 and, by adding new content, made the Code more complete and aligned with international best practices. In particular, the following matters are now covered: respect for human rights and the principles indicated in the U.N. Universal Declaration of Human Rights and the fundamental conventions of the International Labour Organisation; relations with suppliers, revisions to the Code of Ethics and the monitoring of compliance.

With a view to managing the issues of corruption and unfair competition, Prysmian has adopted an Anti-Bribery Policy and an Antitrust Code of Conduct, as part of the Group's Compliance Policies. These policies are published on the corporate intranet and updates are communicated to all Group employees.

In particular, the Anti-Bribery Policy prohibits the corruption of both public officials and private individuals, requiring Prysmian employees to comply with the policy and, if more restrictive, all the anti-corruption legislation in force in the countries in which they work or are active. Under this policy, no employee may make, promise to make, offer or approve the payment of anything of value, whether directly or indirectly, for the benefit of public officials, unless in compliance with all current laws and to the extent expressly allowed by Group

Policy. For this purpose, the term "public officials" means the employees of a public agency or company controlled by the government, including commercial entities, or international public organisations, political parties or party officials or candidates for public office.

The Antitrust Code of Conduct, on the other hand, describes the issues relating to the application of Italian and EU competition policy with regard to agreements and the abuse of dominant positions. The specific situations arising must be assessed against this framework on a case-by-case basis.

In order to support and sustain one of Prysmian's key values, namely Integrity, the Group has established a compliance structure that monitors observance of the Code of Ethics and the Compliance Policies. This organisation comprises the following roles:

- Chief Compliance Officer: reports to the Control and Risks Committee and the Chief Executive Officer of the Group. Responsible for managing all compliance policies and procedures, including the Code of Ethics.
- Local Compliance Officers: present at each Prysmian Group company, with responsibility for implementing and the constant application of all compliance policies.

In addition, following the introduction of an e-learning module intended to increase employee awareness about the Code of Ethics and the Compliance Policies, a new version of the on-line application has been made available on the Group's intranet. Completion of the e-learning module is obligatory for all Prysmian management and staff, since this is an important tool for spreading awareness about the Code of Ethics and the Compliance Policies within the Group, thereby stimulating greater understanding of them.

The Code and the above Policies reflect a common and shared approach to business, honest, ethical and compliant with all current laws and regulations, which must be respected by all Group employees wherever they work and live around the world. It is fundamental, in fact, for all employees to take responsibility for their daily work and accept personally, with conviction, the spirit of the Code.

CODE OF ETHICS

“The Code of Ethics represents the Group’s “Constitution”, being the charter of rights and moral duties that defines the ethical-social responsibilities of each participant in the organisation”.

The structure of the Prysmian Group’s Code of Ethics rests on three pillars:

- 1** Ethics in business activities: the profit motive does not justify improper behaviour. Profit must be achieved by respect for the rules and competitors, and by fair and transparent actions that anticipate and meet market needs, thus generating value for distribution to all stakeholders.
- 2** Ethics in internal relations: the Group is aware of the importance of our ties with employees, which are strengthened by respecting their rights, expectations and needs, and by facilitating improvement in their living conditions and professional growth. The individual is central to all activities, as the engine for future development.
- 3** Ethics in environmental and social matters: given our strong belief in the principle of sustainable development, the Prysmian Group operates worldwide with respect for the environment and social communities; at the same time, we encourage the responsible use of resources and promote local projects designed to enhance well-being in the areas concerned.

All companies within the Prysmian Group agree to comply strictly with the Code of Ethics, applicable regulations and the rules and procedures adopted from time to time by the Group. In order to ensure the widest possible distribution of its contents, the Code of Ethics - available in the 26 languages used by the Group - is also published on the website, www.prysmiangroup.com.