

PRYSMIAN S.P.A.

REMUNERATION AND NOMINATION 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 Remuneration and Nomination Committee

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1. A Remuneration and Nomination (the “**Committee**”) is instituted within the Board of Directors of Prysmian S.p.A. (the “**Company**”). The Committee 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 has the following tasks:
 - A) assess and formulate possible proposals to the Board of Directors in relation to the remuneration policy proposed by the Company for the directors and the key managers;
 - B) assess and issue possible proposals to the Board of Directors in relation to shareholders’ incentive plans, stock option plans, stock grants and similar plans in order to provide incentives and promote loyalty of the management and of the employees of the companies which are part of the Company’s group (the “**Group**”), also with reference to the suitability in pursuing the distinctive objectives of said plans including concrete implementation modalities by members of the corporate bodies to be carry out as well as possible supplements and amendments of the same;
 - C) issue proposals or express opinions to the Board of Directors, in absence of the parties concerned, on the remuneration of the executive directors, other directors covering particular offices and the key managers, as well as, upon instruction given by the Chairman of the Board of Directors and the Managing Director, to determine the criteria of determination of the remuneration of the Company’s top management (first report of the Managing Director), pursuant to modalities appropriate to attract, hold and motivate persons having a level and experience adequate to the meet

- the Company's requirements and consistently with the remuneration policy. The Committee may also issue proposals and express opinions in relation to the allocation of the remuneration to the executive directors, other directors covering particular offices and key managers preventively indicated by the Board of Directors with reference to the economic results achieved by the Company and by the Group and/or, as the case may be, for the achievement of the specific objectives identified by the Board of Directors in advance and in relation to the determination of the performance objectives. In said case, the criteria in determining the remuneration shall be established on a yearly basis in relation to the strategic objectives identified by the Board of Directors from time to time;
- D) issue proposals to the Board of Directors, in absence of the parties concerned, for the remuneration of the non-executive directors, which shall be proportional to the commitment required by each of the above and keeping into account the possible participation to one or more of the Company's internal committees. Such remuneration may only be limitedly linked to the Company's economic results. The said non-executive directors may receive shareholders' incentive plans, exclusively on the basis of a motivated resolution by the shareholders' meeting;
- E) periodically assess the adequacy, the general consistency and the concrete implementation of the remuneration policy of directors and key managers, also by using, in such latter case, the information provided by the Managing Directors and issue general recommendations relative to such items to the Board of Directors;
- F) propose to the Board of Directors candidates to the position of director in the event of resignation (*cooptazione*), as it is necessary to replace independent directors;
- G) express opinions to the Board of Directors regarding the size and composition of the same make recommendations relating to professional skills whose presence within the Board of Directors is considered appropriate;
- H) make recommendations in connection with the maximum number of offices as director or statutory auditor in other companies listed on regulated markets (including foreign markets), or in financial, banking or

insurance companies or in large companies, that may be considered compatible with an effective performance of the director's office, also taking in account the participation of the directors in committees within the Board of Directors:

- I) express opinions supporting the Board of Directors' position in relation to specific problematic situations in the event of a general and prior authorization to derogate to the competition limitation provided for in Article 2390 of the Italian Civil Code;
- J) in the event that the board of directors decides to adopt a plan for the succession of executive directors, give possible contributions for the preparation of such plan;
- K) in the event that the outgoing board of directors, according to the applicable Law and Company's by-laws provisions, decides to submit an own list of candidates for the renewal of the same board of directors, give possible contributions providing opinions and proposals aiming to the choice of the subjects to be included in the outgoing board of directors' list.

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- 4. The Committee may avail itself of internal and external consultants, also for the purpose of obtaining information on market standards for the remuneration guidelines, 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 Chairman of the board of statutory auditors or other statutory auditor authorized by the Chairman of the board of statutory auditors can attend any Committee's meetings. At the beginning of each meeting, the Committee Chairman shall appoint 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 5.

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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 retributions, appointment of Directors or opinions regarding the size and composition of the Board of Directors, 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 reports to the shareholders in relation to carrying out its

office and, for this purpose, the Committee's Chairman or one of its members attends the shareholders' meeting called in order to approve the year's financial statement.

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 e-mail.

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 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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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 is 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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