

ANTI-CORRUPTION POLICY



Prysmian
Group

TABLE OF CONTENTS

Leadership Message	3
1. Purpose & Objective	4
2. Policy Owner	4
3. Applicability	4
4. Your Responsibility	4
5. Anti-Bribery and Anti-Corruptions Laws	5
6. Policy Requirements – General Rules of Conduct	5
6.1 – Anti-Bribery Provision	5
6.2 – Accounting Books & Records	6
7. Policy Requirements – Specific Rules of Conduct	7
7.1 – Facilitating Payments	7
7.2 – Petty Cash	7
7.3 – Charitable Donations, Political Contributions and Sponsorships	7
7.4 – Gifts, Gratuities and Business Courtesies	8
7.5 – Third Parties	9
7.6 – Government Interactions	9
8. Consequences of Policy Violation	10
9. Reporting a Policy Violation	10
10. Related Policies	10
APPENDIX A – Corruption Red Flags	11
APPENDIX B – Definitions	12

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LEADERSHIP MESSAGE

Prysmian Group is committed to the highest standards of integrity and ethical conduct. Doing business with transparency, fairness and integrity is the underlying foundation of our Code of Ethics and our Values: we must always do the right thing. All Prysmian Group employees and third parties representing us must conduct themselves ethically at all times.

Full adherence to Anti-Bribery and Anti-Corruption Laws (hereinafter "ABAC Laws"), regulations, and policies is mandatory: no bribes, kickbacks, or other corrupt payments may be offered or received by any of our employees or third parties working on behalf of Prysmian Group (hereinafter the "Company").

As employees of a global organization, we must be diligent and aware of situations that could put ourselves and our Company at risk of violating ABAC Laws. We work hard every day to achieve Company goals and to build a solid business credibility ... we must never jeopardize the Company's reputation by resorting to corrupt practices, which may result in significant fines, penalties and irreparable damage of our reputation. We must always do business with ethics and integrity.

In order to promote this message and raise the awareness around Prysmian Group's zero tolerance for bribery and corruption, the Company has developed and adopted this Policy as part of its overall commitment to integrity and ethical conduct, consistent with our Code of Ethics and Values.

Valerio Battista

Prysmian Group CEO

1. PURPOSE & OBJECTIVE

The purpose of this Policy is to provide guidance and rules of conduct to ensure that all Prysmian Group employees and third parties representing the Company:

- Understand their obligation to act ethically and to behave with the highest level of personal and professional integrity;
- Comply at all times with Anti-Bribery and Anti-Corruption Laws;
- Do not engage in any corrupt practice or behavior;
- Identify and report any bribery and corruption concern.

2. POLICY OWNER

Group Compliance owns this Policy and is responsible for periodically reviewing and updating it to ensure it accurately reflects regulatory, best practice, or business developments.

For any questions or concerns, please refer to your Regional Compliance Leader or Prysmian Group's Ethics & Integrity Homepage: <https://people.prysmiangroup.com/thematic-area/ethics-integrity>.

3. APPLICABILITY

This Policy applies to all employees, officers, directors, and legal entities of Prysmian Group. When conducting business on behalf of the Company, third parties are required to observe the same level of integrity, ethical conduct, and compliance with the law as Company employees. In jurisdictions where local laws or regulations set stricter rules than those set out in this Policy, the stricter rules must always prevail.

4. YOUR RESPONSIBILITY

This Policy requires you to:

- a) Read, understand, and comply with the requirements included in this Policy;
- b) Comply with Prysmian Group's Code of Ethics and any other applicable policy;
- c) Report immediately to your Regional Compliance Leader or Prysmian Group Helpline at www.prysmiangroup.ethicspoint.com if you observe, or suspect of, any violation of this Policy either by a Prysmian Group employee or a third party working on behalf of the Company;
- d) Ask questions or report any concerns related to this Policy;
- e) Complete assigned training related to this Policy when required.

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5. ANTI-BRIBERY AND ANTI-CORRUPTION LAWS (“ABAC LAWS”)

Prysmian Group, and Italian legal entities, are subject to Legislative Decree No 231/2001 of the Italian Law, which holds companies accountable for acts of corruption committed by their representatives.

Furthermore, entities of Prysmian Group incorporated outside of Italy or conducting business globally in various countries and jurisdictions are subject to the laws of those countries, including the ratification of international conventions that prohibit the corruption of Government / Public Officials and ‘private-to-private’ corruption. The most relevant are:

- the United Nations Convention against Corruption;
- the Organization for Economic Co-operation and Development – Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- the Foreign Corrupt Practices Act (FCPA) of the United States of America;
- the UK Bribery Act of the United Kingdom of Great Britain and Northern Ireland and the associated Guidance issued by the British Ministry of Justice;
- the Italian Penal Code (articles 317 and subsequent articles, article 2635 and 2635bis);
- law #146 of 16 March 2006 (ratification and implementation of the United Nations Convention against Transnational Organized Crime, adopted by the General Assembly on 15 November 2000 and on 31 May 2001);
- law #69 of 27 May 2015 (on crimes against the public administration, mafia-type associations and false financial reporting);
- Criminal Law of the People's Republic of China 4 November 2017;
- Australia New South Wales – Section 249B of the Crimes Act 1900 and Criminal code of Commonwealth (Part 7.6).

The main requirements of ABAC Laws are two-fold:

1) Anti-Bribery Provisions – Prohibit offering, promising, giving, or receiving directly or indirectly anything of value to/from any government official/entity, person, or commercial entity, knowing that the purpose of this action was to influence any act or decision to assist in obtaining or retaining a business advantage.

2) Accounting and Recordkeeping Provisions – Require that all books, records, and accounts include a reasonable amount of detail and accurately and fairly reflect all transactions of the Company. This also includes the maintenance of a system of internal accounting controls sufficient enough to provide reasonable assurance that all transactions are executed in accordance with defined authorizations, proper delegation of authority, in compliance with accounting principles, differences and fluctuations in accounts can be properly followed up on by management, and audits are routinely completed.

6. POLICY REQUIREMENTS – GENERAL RULES OF CONDUCT

6.1 – Anti-Bribery Provision

Any form of bribery and corruption in favour of any individual is strictly prohibited.

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It is forbidden for a Prysmian Group employee or a third party working on behalf of the Company to:

- Offer, give, solicit or accept anything of value, either directly or indirectly through a third party, to/from a Government / Public official, commercial entity, or any individual, with the intent of influencing a business decision to obtain or retain an improper business advantage;
- Solicit or accept a bribe, kickback, corrupt payment or any other improper business advantage;
- Engage in any corrupt practice or activity in violation of ABAC Laws and regulations;
- Authorize or condone any corrupt practice, behavior or activity performed by any Prysmian Group employee or third party representing the Company;
- Undertake any action or conduct that may create the appearance of impropriety or corruption (even the perception of a corrupt act could result in the damage of our reputation);
- Intentionally alter, omit, or falsify books or records of the Company.

There are many forms of corruption and they can take place in many of our business activities. We must always be mindful and vigilant during our daily interactions with customers, vendors and third parties.

Additional Considerations:

- No Prysmian Group employee will ever suffer any adverse or disciplinary action for refusing to pay or accept a bribe or corrupt payment, even if it results in the Company suffering a loss of business or a negative impact on productivity.
- Employee safety is our priority. In a situation where you believe that your life or safety is in danger, take reasonable actions to remove yourself from danger and provide the person making the demand or threat whatever is required to ensure your safety. Once you reach safety and conclude that you are no longer in danger, you must immediately report the event to your Regional Compliance Leader.

6.2 – Accounting Books & Records

All Prysmian Group legal entities must comply with the following requirements:

- 1 – Expenses must never be hidden, falsified, omitted, or purposefully misclassified. Inaccurate record-keeping or off-the-books transactions are not permissible in any circumstance.
- 2 – ABAC Laws require detailed and accurate accounting records for all transactions and the maintenance of accurate books, records, and financial reporting.
- 3 – Each transaction must be timely recorded, properly authorized and accurately recorded in terms of amount, accounting period, accounting classification, and business purpose.
- 4 – Adequate supporting documentation must be maintained for all transactions (such as invoices, receipts, purchase orders, shipping documents, approvals, etc.) to evidence the validity, accuracy, and legitimacy of services or payments performed.
- 5 – All Prysmian Group entities must implement and maintain an effective system of internal controls and monitoring of transactions (such as timely and consistent account reconciliations, proper delegation of authority and approval levels, etc.).

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6 – Books and records must be readily available, auditable and any discrepancies should be followed up with and properly resolved and explained.

7 – It is never permissible to circumvent or attempt to circumvent Prysmian Group's internal controls, policies or procedures.

7. POLICY REQUIREMENTS – SPECIFIC RULES OF CONDUCT

Any exception to the rules of conduct included herein requires written approval from your Regional Compliance Leader.

7.1 – Facilitating Payments

Facilitating payments are prohibited, even when such payments are permitted or tolerated under local law and jurisdiction.

Facilitating payments are unofficial payments of limited value made to a Government / Public Official with the intention of expediting and facilitating the execution of an ordinary, routine and non-discretionary activity or one that is required as part of the duties of the Government / Public Official (for example, payments to expedite customs operations, obtaining documents, issuing visas, etc.). Facilitating payments do not include payments that may be required under applicable local legislation (e.g. payments required to be able to enjoy priority treatment).

7.2 – Petty Cash

The existence and use of a petty cash fund create a significant corruption risk, if not managed according to adequate and strict internal controls.

The following requirements are effective immediately:

- 1 – The existence of a petty cash fund must be formally approved by the Regional CEO or Global BU CEO and Regional CFO.
- 2 – Any legal entity authorized to have a petty cash fund must develop a written procedure.
- 3 – The written procedure must include rules and internal controls such as, but not limited to:
 - purpose to hold a petty cash fund;
 - types of transactions permitted;
 - adequate documentation/receipts required to support petty cash transactions;
 - required approvals for petty cash transactions;
 - replenishment process;
 - process for count of petty cash at month end.

7.3 – Charitable Donations, Political Contributions & Sponsorships

Any charitable donation or sponsorship granted to any entity, organization or individual with the intention, either real or perceived, to influence a decision to corruptly gain a business advantage

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or financial gain is strictly prohibited. Contributions to political parties or to any other entity, organization or individual for political purposes are strictly forbidden.

These transactions represent a high corruption risk. Funds or assets may be misappropriated for personal use or for the benefit of a Government / Public Official or a private individual. Furthermore, even a legitimate contribution, when made in exchange for obtaining or sustaining a business activity, or to secure an illicit advantage, may be considered a corrupt payment pursuant to ABAC Laws.

The following key rules must be followed when granting a charitable donation or sponsorship to an entity, organization, or individual (hereinafter "Party"):

- 1 – Must ONLY be made to a Party that has an excellent reputation in terms of integrity and fair commercial practices.
- 2 – Party must undergo Due Diligence, as per Prysmian Group's Third Party Program.
- 3 – Must be made ONLY to the bank account in the name of the beneficiary Party.
- 4 – Must NOT be made in cash, to a party other than the beneficiary Party, or to a bank account in a country other than the one where the Party is headquartered or carries business.
- 5 – Must be recorded accurately and transparently in the Company books and records.
- 6 – The beneficiary Party must confirm that contributions it receives will be recorded in its own books and records in an appropriate and transparent manner.
- 7 – Must comply with all applicable Prysmian Group policies and procedures.

7.4 – Gifts, Gratuities and Business Courtesies

To build goodwill with potential and existing customers and other business partners, or to recognize and appreciate a positive and long-standing business relationship, offering and receiving gifts and business courtesies may be an accepted business practice.

However, we must ensure that any gift, gratuity or business courtesy is not a bribe or corrupt payment meant to improperly influence a business decision. Even the perception of a corrupt practice may harm our reputation.

It is permissible to provide and accept gifts, gratuities or business courtesies that have a business purpose and justification: they must be directly related to the promotion, demonstration, or explanation of Prysmian Group's products or services or to the execution or performance of a contract.

You should consider whether you would be comfortable accepting/giving the gift or business courtesy if your manager, a family member, or the public could become aware of it. The key is to be transparent, use good judgment and common sense, and avoid any appearance of impropriety.

The following key rules must be followed when giving/receiving a gift or business courtesy:

- 1 – Must be made in good faith and without any corrupt intent.

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- 2 – Must NEVER be in cash, excessive or lavish.
- 3 – Must be reasonable in cost, quantity and frequency.
- 4 – Must be ordinary and customary in the context of industry standards.
- 5 – Must NOT create a conflict of interest or compromise the integrity/reputation of anyone.
- 6 – Must not involve activities or behaviours that may be morally questionable or cause embarrassment to the parties involved.
- 7 – Must comply with all applicable laws, regulations, and Prysmian Group policies.

7.5 – Third Parties

It is essential that our business partners and third parties working on our behalf understand and are fully aligned with Prysmian Group's zero tolerance for bribery and corruption. ABAC Laws may hold Prysmian Group accountable for a third party's bribe or corrupt behaviour when the third party is representing or acting on behalf of the Company or in connection to a Company transaction.

To reduce the risk associated with engaging third parties, we must demonstrate we have completed an appropriate level of due diligence to ensure these third parties comply with ABAC Laws and Prysmian Group standard of ethical behavior.

All Prysmian Group employees are responsible for, and must closely monitor, the relationships they have with our commercial entities, government entities, vendors, customers, and all other third parties.

For further information and guidelines, please refer to Prysmian Group's Third-Party Program.

7.6 – Government Interactions

The corruption risk is heightened in cases of:

- Interaction with Government / Public Officials
- Participation, either directly or indirectly, in projects or tenders involving Government Entities or State-Owned Enterprises

Prysmian Group employees must be extremely vigilant to identify any corruption red flags and steer away from any improper conduct. Some examples of instances to watch out for:

- Providing a Government / Public Official a gift or business courtesy, which in the private industry might be common practice, might be strictly prohibited or appear as improper in some jurisdictions;
- The involvement of a sales agent, third-party intermediary or consultant when participating in a government project / tender.

Please refer to your Regional Compliance Leader for further guidance.

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8. CONSEQUENCES OF POLICY VIOLATION

As a Prysmian Group employee, you agree to uphold our commitment to ethical conduct, integrity, and our Code of Ethics. Company employees who violate this Policy shall be subject to disciplinary procedures, including possible dismissal, and any other legal action required to protect the interest and reputation of Prysmian Group.

Business partners and third parties, working on behalf of the Company, which violate this Policy shall be subject to business and legal consequences where applicable, including contract termination as well as prohibition to engage in business relations with Prysmian Group.

The Group Compliance & Internal Audit Function will monitor the implementation of this Policy and have the right to audit at their discretion any books and records of the Company at any time to detect violations of this Policy.

9. REPORTING A POLICY VIOLATION

As a Prysmian Group employee, you are obligated to report any Policy violation to:

- Your Regional Compliance Leader OR
- Prysmian Group Helpline at www.prysmiangroup.ethicspoint.com

Any form of retaliation is strictly prohibited. Prysmian Group is committed to ensuring that all employees are free to disclose in good faith any Policy violation, either real or suspected. You will not be adversely impacted or retaliated upon in the workplace, either personally or professionally, for raising a valid and legitimate concern.

10. RELATED POLICIES

The following Policies are related to the Anti-Corruption Policy and must be consulted by all Prysmian Group employees for further guidance. These Policies are available in the Ethics & Integrity Homepage: <https://people.prysmiangroup.com/thematic-area/ethics-integrity>.

- A) Code of Ethics
- B) Third Party Program
- C) Gifts and Entertainment
- D) Conflicts of Interest
- E) Prysmian Group Helpline

Policy Approved by: Prysmian S.p.A. Board of Directors

Date Approved: 12 November 2019

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APPENDIX A – CORRUPTION RED FLAGS

When engaging with customers, vendors, or third parties, Prysmian Group employees need to be vigilant to identify any corruption red flags, which must be reported to your Regional Compliance Leader immediately. Red flags are attributes or characteristics that may indicate an illegal or corrupt practice, and should be considered and evaluated carefully. Examples of red flags include, but are not limited to:

- Any request/offer to give/receive cash payment or cash equivalents;
- Any request that payment be made to a bank account located in a country other than the one where services are provided or in the name of someone else other than the third party;
- Any request or offer of lavish entertainment or expensive gifts;
- Any request or offer to pay for the expenses of a government official's or a commercial partner's spouse or family members;
- Any request for meals, entertainment, travel, or travel-related expenditures with no justified business purpose;
- Third party history or reputation of corruption or for bypassing normal business channels;
- Third Party lacking the qualifications or resources to perform the services offered;
- Business scope in third party commercial registration or other organization documents do not cover the services proposed;
- Third party offering to provide services to Prysmian Group in a country where the third party has no office, physical presence or demonstrated experience;
- Third party commercial registration number or tax identification number has expired;
- Negative or adverse news media or press reports of inappropriate activity;
- Third party not requiring any supporting documentation for a business transaction (e.g. invoice, purchase order or service agreement, etc.);
- Any request for a large up-front payment or a bonus;
- The sales agent commission rate is disproportionate to the services provided or abnormally high in comparison to industry standards;
- Use another third party to complete their work (sub-agents);
- Sales Agent or third-party vendor recommended by a government official or customer;
- Third party that has close relatives who work with the government or a customer;
- Recommend a business relationship with a government official who is a relative;
- Potential conflicts of interest exist (personal, familiar or business relationships);
- Refuse to certify that they will not engage in corrupt activity or sign any of our required Compliance acknowledgments;
- Refuse to be forthcoming about the details of their company, including its owners, employees, who will be providing our services, etc.;
- Make statements or provide inferences that a specific payment is needed "to get the business" or a possible "gift" is needed to make the deal;
- Allegations of illegal conduct;
- Arrests of key executives or owners;
- Criminal charges brought against a company and/or its officers and executives;
- Ongoing regulatory or law enforcement investigations;
- Sanctions, fines or other penalties;
- Suspensions and/or debarments;
- Indications of financial distress / bankruptcy.

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APPENDIX B – DEFINITIONS

- **Anti-Bribery and Anti-Corruption Laws:** Laws that prohibit corruption and bribery of domestic or foreign government officials or of parties in private or commercial transactions. The laws relating to bribery include but are not limited to the U.S Foreign Corrupt Practices Act (FCPA), the U.K Bribery Act 2010 (Bribery Act), the Italian Legislative Decree No 231/2001, and other applicable anti-corruption laws, such as the laws of Brazil, China, and the European Union.
- **Anything of Value:** Anything tangible or intangible, whether financial or not, that provides a benefit or advantage to the recipient, including but not limited to, cash or cash equivalents, purchase of property, goods or services at inflated or discounted prices, gifts, entertainment, cars, home improvements, travel and accommodations, securities, job or internships, tips, charitable donations, political contributions, sponsorships, etc.
- **Bribery:** Where a person either directly or indirectly promises, pays, solicits, requests, agrees to receive, or accepts anything of value:
 - 1) to / from another person with the intention to induce that person to perform a function or activity improperly or to reward a person for the improper performance of a function or activity;
 - 2) to / from another person knowing or believing that accepting or requesting anything of value would be an improper performance of a function or activity;
 - 3) to / from another person knowing or believing that a person will conceal the request, promise, offer, or gift from his or her employer while he or she is required to disclose this information; or
 - 4) to / from a government official to obtain or retain business or an advantage in business. This also includes the inducement to do or refrain from doing an act in the conduct of business which is in breach of that person's duties to his or her employer or principal or is dishonest or illegal.
- **Business Advantage:** Anything that helps Prysmian Group achieve its business goals, including but not limited to, winning a bid submission or contract, obtaining a sale, procuring licenses, permits, or approvals, or obtaining confidential information, tax incentives, etc.
- **Code of Ethics:** This document sets forth the principles and behaviours that are expected of Prysmian Group employees in the execution of job duties. These principles, combined with our Values, must always guide employees' conduct and activities.
- **Commercial Entity:** Any entity that is engaged in business (on a profit or not-for-profit basis) and is not a government entity.
- **Due Diligence:** The gathering and analysis of independent data and information to assess the corruption and Compliance risks associated with a third party. Due Diligence procedures must be performed prior to entering into a business transaction with a third party.
- **Employee:** Individual with an employment contract with any Legal Entity of Prysmian Group. The definition includes any contracted temporary resources.
- **Ethics & Integrity Homepage:** The Ethics & Integrity Homepage is the Compliance homepage, available in the Company intranet at <https://people.prysmiangroup.com/thematic-area/ethics-integrity>. This site serves as a one-stop shop for all Compliance Policies, communications, training materials, and the Prysmian Group Helpline.
- **Facilitating Payments:** Small, infrequent payments made to speed up the performance of routine, non-discretionary government actions.
- **Gifts, Gratuities and Business Courtesies:** This is a generally used term that is all encompassing of anything of value given or received as part of a commercial relationship,

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including but not limited to business hospitalities, gifts, entertainment, meals, travel and accommodation expenses, sponsorships, charitable contributions, services, prizes, event tickets/passes, promotions, reimbursements, loans, etc.

- **Group Compliance:** Prysmian Group function responsible for overseeing and managing all compliance issues within the organization. This function develops programs to safeguard the Company by ensuring all Prysmian Group employees comply with regulatory requirements and internal policies and procedures. This function will provide guidance, training, advice, and support on all compliance topics and is to be used as a resource for all Company employees.

- **Government Entity:** Any government (Federal, State, or Local government) agency, office, authority, ministry, or instrumentality of any government (expressed or implied by statute, action, or other governing authority, including but not limited to private prisons, private toll road operators, government-owned utility, the legislature, judiciary, administration of a government, or political entities), or any other entity in which a government owns a controlling interest (whether or not such entity is used for governmental purposes).

- **Government / Public Official:** Includes any:

- o Officer, employee, or person acting for or on behalf of any government entity;
- o Candidate for political office;
- o Political party or party official;
- o Person who holds a legislative, administrative, or judicial position of any kind, whether elected or appointed, of a country or territory (or subdivision of a country or territory);
- o Person who otherwise exercises a public function for or on behalf of a country or territory (or subdivision of a country or territory) or for any public agency or public enterprise of a country or territory (or subdivision of a country or territory);
- o Official, employee, or person acting for or on behalf of a Public International Organization;
- o Person who performs public duties or functions for any country, territory (or subdivision of a country or territory), or government, including a person employed by a board, commission, corporation, or other body or authority that is established to perform a duty of function on behalf of any state or government.

- **Prysmian Group Helpline:** Company Policy providing guidance to Company employees on the channels available to report concerns regarding Policy violations and/or unethical conduct.

- **Red Flags:** Attributes or characteristics of an event, circumstance or transaction that Prysmian Group employees must be aware of since it may be indicative of corrupt practice or activity and violation of ABAC Laws and Prysmian Group Code of Ethics.

- **Retaliation:** Occurs when an employer takes punitive actions that negatively impact an employee for acting lawfully and according to Company policies and procedures. Retaliation can include any negative job action, such as demotion, discipline, firing, salary reduction, or job or shift reassignment.

- **State-Owned Enterprise (SOE):** Entity or enterprise where the state (government) has significant control through full, majority, or significant minority ownership. An SOE can be owned by a central or federal government; regional, municipal or local government; a sovereign wealth fund; or any combination thereof.

- **Third Party:** Any entity or individual that Prysmian Group engages, as part of its business operations, to provide services and/or support in the sale of products/services to a customer. In general, a Third Party either provides vendor services required by Prysmian Group to conduct its business or acts as a sales intermediary between the Company and an end user/customer.

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