

# ANTI-BRIBERY POLICY



STRONGER PLATFORM TO ENHANCE CUSTOMER SERVICE  
THE ESSENCE LEADING TECHNOLOGY  
OF THE WORLDWIDE LEADER  
PRYSMIAN GROUP EXTENDED PRODUCT RANGE  
IN OGP AND INDUSTRIAL

**Prysmian**  
Group



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**I. INTRODUCTORY LETTER**

Dear Colleagues,

Ethics and honesty are two cornerstones for the Prysmian Group that influence decision-making on a daily basis during the ordinary work activities of employees or of those who choose to enter into relations with the Prysmian Group.

Being cognisant of and adhering to the principles set out in this policy has a significant impact on the Group's most valuable resource: our reputation. This reputation can be preserved and protected as long as the conviction is held within the Group of the importance of adopting conduct that complies with internal provisions.

The Group operates on national and international markets every day to achieve business credibility by carrying on business activities that comply with the standards and principles of ethics and integrity and by adopting fair and honest conduct, without resorting to conduct founded on corruption mechanisms.

In order to promote and raise awareness of the importance of ethical conduct and to prevent conduct from being engaged in which is not in line with the business principle of '*zero tolerance*' to corruption, the Prysmian Group has drawn up an anti-bribery policy to serve as a reference for all employees, as well as for other stakeholders that work within the Group or who act on behalf of the company.

This policy will also be published on the website [www.prysmiangroup.com](http://www.prysmiangroup.com).

Valerio Battista

## 1. DEFINITIONS

- **Business Area(s):** each operating segment that makes up the Prysmian Group, which are, as it stands: *Energy Projects, Energy Products, Oil&Gas and Telecom*.
- **Business Associate(s):** any third party that is engaged in or plans to engage in any kind of business relationship with a company of the Prysmian Group, whereby said third party may act on behalf of or in the interests of one or more companies of the Prysmian Group.
- **Chief Compliance Officer or Compliance Officer:** the Chief Compliance & Internal Audit Officer of the Prysmian Group.
- **Due Diligence:** Due Diligence relating to specific relationships or third parties, and the associated decision-making process, which must be carried out where required under this policy, and in accordance with the principles laid down in Paragraph 7.
- **Compliance Function:** the compliance department of the Prysmian Group.
- **Local Compliance:** the compliance specialist or manager appointed at local level for each of the companies of the Prysmian Group (except for Prysmian S.p.A.).
- **Relatives:** the spouse of the Public Official or private individual; grandparents, parents, brothers and sisters, children, nieces and nephews, grandchildren, uncles and aunts, and first cousins of the Public Official or private individual; the spouse of any of these individuals and any person within their household.
- **Individuals of the Prysmian Group:** all administrators, managers, supervisors, employees and members of control bodies of companies of the Prysmian Group (including individuals that form part of the corporate structure but that are not employees).
- **Policies and Procedures:** all the policies and procedures adopted by companies of the Prysmian Group, including the Organisation and Management Models (under Italian Legislative Decree No 231) and associated protocols for Italian companies of the Group.
- **Public Official:**
  - (a) any individual who performs public legislative, legal or administrative duties;
  - (b) any individual who acts in an official capacity in the interests or on behalf of **(i)** public administration of a State, at local, national or federal level, **(ii)** an agency, office or body of the European Union or of a public administration of a State, **(iii)** an undertaking owned, controlled or held by a public administration of a State, provided that such undertaking does not operate on a normal commercial basis in the market in question, or on a basis that is substantially equivalent to that of a private undertaking, **(iv)** a public international organisation, such as the European Bank for Reconstruction and Development, the International Bank for Reconstruction and Development, the International Monetary Fund, the United Nations or the World Trade Organization, or **(v)** a political party, a member of a political party or an Italian or foreign candidate for a political office;
  - (c) anyone charged with a public service, to be understood as an individual who provides a public service in whatever form (i.e. an activity governed under the same terms as the public function, but distinct in that it lacks the typical powers of the latter). This excludes the carrying out of simple functions that fall within public policy remit or the rendering of merely tangible services.
- **Anti-bribery Primary Compliance Owner:** the manager of the compliance area dedicated to anti-bribery, identified as one of Prysmian's function managers.
- **Due Diligence Procedure:** the specific procedure that aims to govern implementation procedures for Due Diligence.
- **Prysmian and Prysmian Group or Group:** Prysmian S.p.A. and all companies of the Prysmian Group.
- **Anti-bribery System:** the corruption prevention system adopted by the Prysmian Group.

## 2. PURPOSE AND OBJECTIVES

The purpose of this policy is to **prohibit** and **prevent** any form of corrupting conduct within the entire Prysmian Group, in accordance with the principle of 'zero tolerance' to corruption.

The objectives of this policy and of the Anti-bribery System are the following:

### Strategic Objectives:

- (i) to repudiate and prevent corruption, in line with the 'zero tolerance' principle;
- (ii) to ensure compliance with all anti-bribery laws;
- (iii) to guarantee commitment to the continual improvement of this policy and, in general, of the Anti-bribery System;
- (iv) to ensure the autonomy and independence of the Compliance Function; and
- (v) to devolve the application of the principles laid down in this policy and in the Anti-bribery System to each Individual of the Prysmian Group.

### Organisational Objectives:

- (vi) to implement the Policies and Procedures that govern the activities at risk of corruption;
- (vii) to comply with the Policies and Procedures and execution of anti-bribery controls stipulated therein;
- (viii) to perform all training and disciplinary activities under the policy;
- (ix) to identify the monitoring and improvement mechanisms for this policy and the Anti-bribery System and for the coordination of the Group's internal control system.

### Operational Objectives:

- (x) these are set on a yearly basis, in line with the strategic and organisational objectives, and will be reflected in the annual compliance and audit plan.

The achievement of objectives is monitored by the Compliance Function and is subject to periodic reports issued to the competent management boards.

## 3. APPLICATION SCOPE AND PROCEDURE

All Individuals of the Prysmian Group must be cognisant of and comply with this Anti-bribery Policy and with all Policies and Procedures.

The implementation of this policy (and of any of its new, subsequent versions) is a requirement for Prysmian and for all companies of the Prysmian Group: this policy has been reviewed and approved by the Prysmian Board of Directors and shall be adopted by each company of the Prysmian Group by resolution of their own board of directors (or of the corresponding board/function/role, in cases where governance of the subsidiary company does not have such a board) within six (6) months of Prysmian having approved the relevant resolution.

All suppliers and Business Associates that have relations with companies of the Prysmian Group must be cognisant of this policy and comply with it for all aspects that concern their activity.

This policy integrates the Code of Ethics and in turn is integrated by the Policies and Procedures on the different areas of activity that are governed in the hereinafter of this policy.

Individuals of the Prysmian Group are required to contact Local Compliance, the Anti-bribery Primary Compliance Owner or the Compliance Function without delay in the event of any doubt as to the application of this policy or possible application conflicts with other policies and procedures, as well as to

the correctness of their conduct or for questions relating to the appropriateness of any conduct, using the channels stipulated under Paragraph § 10.

#### 4. ANTI-BRIBERY LAWS

Prysmian and companies of the Prysmian Group that have head offices in Italy are subject to Italian law, and in particular, to Legislative Decree No 231/2001, which holds companies accountable for acts of corruption committed by their representatives.

Furthermore, Prysmian and companies of the Prysmian Group with head offices outside of Italy and/or that carry on business activities in various different countries and jurisdictions worldwide are subject to the laws of those countries, including the ratification of international conventions that prohibit the corruption of Public Officials and private-to-private corruption ('**Anti-bribery Laws**'). Many countries also have laws which prohibit 'private-to-private corruption', the most notable of which are:

- The United Nations Convention against Corruption;
- The Organisation 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, with particular reference to Articles 317 and subsequent articles;
- The Italian Penal Code, with particular reference to Article 2635 (private-to-private corruption) and to Article 2635 bis;
- Legislative Decree No 231 of 8 June 2001 (on the administrative responsibility of companies);
- Law No 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 No 69 of 27 May 2015 (on crimes against the public administration, mafia-type associations and false financial reporting); and
- all other anti-bribery laws adopted by the various countries that have joined the above-mentioned international conventions.
- Criminal Law of the People's Republic of China 1 May 2011
- Australia: New South Wales – Section 249B of the Crimes Act 1900 and Criminal code of Commonwealth (Part 7.6)

#### 5. GENERAL PRINCIPLES OF CONDUCT

Top management of the Prysmian Group is fully committed to maintaining the highest standards of conduct and to promoting the principle of 'zero tolerance' to corruption.

**The general rule is that in the Prysmian Group, any form of corruption in favour of any individual whatsoever (i.e. not only in favour of Public Officials, but also of people operating on behalf of companies or private bodies) is strictly forbidden. Consequently, it is prohibited to offer, request or accept corrupt payment from Individuals of the Prysmian Group and from anyone operating on behalf of the Prysmian Group.**

Based on this principle, it is strictly prohibited for Individuals of the Prysmian Group to request or accept a promise or the giving of an economic advantage or other benefits (i.e. '*passive corruption*' carried out to the detriment of the Prysmian Group), but it is also strictly prohibited for Individuals of the Prysmian

Group to offer, promise or hand out an economic advantage or other benefits to a Public Official or to an individual who forms part of the organisation of a counterparty of the Prysmian Group (i.e. public or private '*active corruption*' respectively, carried out by Individuals of the Prysmian Group in favour of Public Officials or private counterparties), both of which will be punished with no leniency.

Any conduct of this kind is prohibited, even if carried out indirectly through any third party acting on behalf of and in the interests of companies of the Prysmian Group ('*indirect corruption*'). In this latter regard (indirect corruption), Individuals of the Prysmian Group shall not corrupt or make use of third parties (for example, Business Associates) to commit acts of corruption.

Nevertheless, it is crucial to bear in mind that corruption can assume a variety of forms (not only the offering or handing out of money or any other valuable goods or benefits). As a matter of fact, even common commercial practices or social activities – such as gifts and hospitality – may, under some circumstances, constitute acts of corruption.

Furthermore, in certain circumstances or situations, an individual may be deemed to have acted with corrupt intent if – despite being 'aware' of the money or other benefits being offered or given corruptly – they acted whilst consciously ignoring the warning signs or grounds for suspicion, such as failing to act to carry out the appropriate Due Diligence as called for by the circumstances (so-called "hiding their head in the sand" or "conscious ignorance").

Accordingly:

- Individuals of the Prysmian Group are responsible, each within their own area of competence, for complying with the policy. In particular, managers are responsible for monitoring the compliance of members of their department with this policy and for adopting measures to prevent, identify and signal potential violations;
- no questionable or unlawful practice (including 'facilitation payments') shall be justified or tolerated under any circumstances for being carried out in the interests of the Prysmian Group or for being deemed 'common practice' in the sector or country in which companies of the Prysmian Group operate;
- Individuals of the Prysmian Group who violate this policy shall be subject to disciplinary procedures, including possible dismissal, and to any other legal action required to protect the interests of companies of the Prysmian Group and their reputation;
- suppliers and Business Associates that violate this policy shall be subject to severe consequences, which may include contract suspension and/or withdrawal from contracts or termination for breach of contract, as well as the prohibition to enter into business relations with the Prysmian Group or to make any requests for damages.

## **6. PRINCIPLES OF CONDUCT PERTAINING TO SPECIFIC ACTIVITIES AND TO RELATIONS WITH SPECIFIC COUNTERPARTIES. PAYING ATTENTION TO THE WARNING SIGNS.**

In addition to the general principles of conduct under Paragraph § 5, the principles of conduct indicated – in the summaries referred to respectively – in **Annex 1** (Activities) and **Annex 2** (Counterparties) to this policy should be followed.

When performing activities and engaging in the relations described in these annexes, special attention must be paid to certain facts or circumstances that constitute warning signs of a corruption risk (so-called "red flags"). In the presence of such warning signs, Local Compliance or the Compliance Function must be informed in a timely manner so that the most suitable protection measures can be established and implemented to mitigate or eliminate the corruption risk.

## 7. DUE DILIGENCE

For cases in which the corruption risk assessment conducted on: **(i)** specific categories of transactions, projects or activities, **(ii)** relations planned or under way with specific categories of relevant third parties, or **(iii)** specific categories of Individuals of the Prysmian Group, detect a moderate corruption risk, the Anti-bribery System requires that the organisation assess the nature and extent of the corruption risk associated with such transactions, projects or activities, relevant third parties or categories of Individuals of the Prysmian Group.

This assessment is conducted by carrying out Due Diligence which serves to obtain sufficient information so as to ascertain the level of corruption risk ('**Due Diligence**').

Due Diligence must be updated at regular intervals so as to give due consideration to any change of circumstances of fact, or to new relevant information.

For companies of the Group, a specific procedure is adopted to regulate the types of activities, relations and entities that must undergo inspection, which information to obtain, the checks to perform and other operating procedures to follow when carrying out Due Diligence, in addition to the procedures for the execution of the decision-making process related to the Due Diligence results (the '**Due Diligence Procedure**').

## 8. IMPLEMENTING THE ANTI-BRIBERY POLICY

### 8.1. **Compliance Function**

Supervisors of the Prysmian Group shall ensure adequate funding for the Compliance Function and shall assign the duties of Chief Compliance Officer, Group Compliance Director, Local Compliance and Anti-bribery Primary Compliance Owner, as well as all Individuals of the Prysmian Group which make up the Compliance Function, to individuals with suitable skills, status, authority and independence.

The Compliance Function shall have direct and immediate access to the Board of Directors should it need to discuss issues relating to anti-bribery matters, in which any problem or suspicion needs to be raised in relation to acts of corruption or to the Group's Anti-bribery System.

The responsibilities and authorities conferred to the Group's Compliance Function include providing consultancy and answers to Individuals of the Prysmian Group in response to any doubts or questions relating to anti-bribery matters.

The Chief Compliance Officer is responsible for managing this policy and all other anti-bribery compliance procedures, including the Code of Ethics; at local level, the Local Compliance of each company of the Group is responsible for implementing and applying this policy and the other procedures on an ongoing basis.

### 8.2. **Publication and communication**

This policy must be published in the most appropriate manner, using both the internal and external communication channels of the Prysmian Group, and also made available to all Individuals of the Prysmian Group, including Suppliers, Business Associates, and other entities engaged in relations with the Prysmian Group and which pose a corruption risk classified as 'moderate' based on the anti-bribery risk assessment.

In this regard, the Prysmian Group shall deliver suitable training activities to cover, among other topics, the content of this policy and the procedures to follow to report acts of corruption, whether these be attempted, alleged, or concrete, as well as any violation (or reasonable suspicion of violation) of this policy and/or Anti-bribery Laws.

At the end of each selection process, the individual(s) appointed will be required to certify in writing:



- that they have received and read this policy, as well as their commitment to comply with the provisions contained therein;
- that they will operate in compliance with said policy;
- that they undertake to immediately report any violation of or non-compliance with this policy that is made known to them.

At the end of the training sessions, Individuals of the Prysmian Group and other participants will be required to certify in writing:

- that they have received and read this policy, as well as their commitment to comply with the provisions contained therein;
- that they undertake to immediately report any violation of or non-compliance with this policy that is made known to them.

This policy will also be published on the website '<http://www.prysmiangroup.com/>'.

### 8.3. **Audits and financial checks**

Applicable legislation, regulations on financial reporting and tax laws require that all companies of the Prysmian Group keep detailed, complete and accurate accounts of all business transactions. Accounts of companies of the Prysmian Group must therefore comply with the applicable accounting standards and must show the transactions, acquisitions and assignments of goods, as well as the factual basis for each transaction, in a detailed, complete, accurate and transparent manner.

**Financial transactions that are not recorded will not be accepted. Individuals of the Prysmian Group are strictly prohibited from falsifying and/or altering account statements or records in any way.** These standards apply to all transactions and expenses, be they significant or otherwise from an accounting point of view.

### 8.4. **Reports of violations and non-retaliation**

Individuals of the Prysmian Group must report acts of corruption without delay, be they attempted, alleged or concrete, as well as any violation (or reasonable suspicion of violation) of this policy and/or Anti-bribery Laws, and any inappropriate request, be it direct or indirect, for money or any other benefit from a Public Official or private individual.

These reports shall be made and managed in accordance with the provisions of the Prysmian Group's 'Whistleblowing Policy'. The Group shall promptly adopt appropriate disciplinary measures against Individuals of the Prysmian Group who retaliate against informers. These measures may even consist in the termination of the employment relationship.

## 9. **RESPONSIBILITIES AND SANCTIONS**

**The Prysmian Group will not tolerate violations of this Policy and may undertake disciplinary and punitive action against those who commit such violations.**

More specifically:

- individuals of the Prysmian Group who, either intentionally or otherwise, violate this policy, will be subject to disciplinary procedures up to and including dismissal, and to any other legal action required to protect the interests of the Prysmian Group and its reputation, in compliance with applicable legislation; and
- suppliers and Business Associates that violate this policy will be subject to contractual remedies, including contract suspension, contract dissolution, request for damages and the prohibition from engaging in business relations with the Prysmian Group.

**10. SUPPORT AND ASSISTANCE**

For any doubts, questions or advice about this policy and to Anti-bribery Laws, Individuals of the Prysmian Group must refer to Local Compliance or the Compliance Function, which are on hand to provide any necessary support.

**11. MONITORING AND IMPROVEMENT**

The Compliance Function shall monitor the implementation of this policy by companies of the Prysmian Group and shall review the contents of this policy on a periodic basis to ensure that it remains as effective as possible. The competent Local Compliance for each given region shall monitor the effective implementation and application of this policy by companies of the Prysmian Group and shall submit the outcome of their activities to the Compliance Function.

Compliance with the provisions of this policy is also monitored periodically by the Group Internal Audit Function, with the procedures stipulated by the Compliance and Audit Plan.

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

Date Approved: 28 February 2018



**I.A Annexe 1**

**Principles of conduct pertaining to specific activities**

**SUMMARIES**

**Gifts, hospitality and entertainment**

Offering gifts, hospitality or entertainment may be perceived by a third party (such as a competitor, the press, a public ministry or judge, for example) as intended corruption, even though this may not be the intention of the parties involved.

Individuals of the Prysmian Group may **offer** or **receive** gifts, hospitality or entertainment only when these meet certain criteria. In general, gifts, hospitality and entertainment must never involve the giving of money, and must:

- be in line with the usual and/or common practices of courtesy and hospitality;
- comply with local applicable laws and the rules of the organisation to which the beneficiary belongs;
- not compromise the integrity and/or reputation of one of the parties;
- be such that they could be interpreted by an impartial observer as intended to create a sense of obligation in the receiving party or to inappropriately gain advantages;
- always be reasonable and made in good faith;

Furthermore, Individuals of the Prysmian Group shall refrain from engaging in any conduct that could raise reasonable doubt as to whether one of their decisions was or may be influenced by having received gifts, hospitality or entertainment. In any case, Individuals of the Prysmian Group can never engage in conduct that involves requesting, giving the impression of requesting, or the giving of gifts, hospitality or entertainment from suppliers or Business Associates.

The offering or giving of gifts, hospitality or entertainment must nonetheless comply with the provisions of applicable Policies and Procedures in this regard at all times.

**Subsidies, charitable contributions, donations, and sponsorship activities**

The Prysmian Group also supports research activities by means of research and development subsidies. It makes charitable contributions and donations to charitable organisations and administrative organisations and bodies, and carries out sponsorship activities. These activities present the risk that **(i)** the funds or valuable assets involved in the above-mentioned activities may be misappropriated for personal use or for the benefit of a Public Official or a private individual, or that **(ii)** despite the fact that a Public Official or a private individual may not receive a direct economic advantage, even a legitimate contribution, when made in exchange for obtaining or sustaining a business activity, or to secure an illicit advantage, may be considered an illicit payment pursuant to anti-bribery laws.

Accordingly, when giving subsidies or making charitable contributions and/or donations and when carrying out sponsorship activities ('**Contributions**'), the following minimum standards of conduct must be complied with:

- Contributions aimed at influencing, or that could reasonably be perceived as intending to influence the award of a contract or another decision in favour of the Group, are prohibited.
- Contributions must only be paid to trustworthy organisations that have an excellent reputation in terms of honesty and fair commercial practices, in line with the provisions of national applicable legislation.
- All beneficiaries of Contributions must undergo suitable anti-bribery Due Diligence.
- Contributions must be made exclusively to the account in the beneficiary organisation's name; contributions made to numbered accounts or in cash or to an organisation other than the beneficiary organisation or to a third country other than the one in which the beneficiary organisation is headquartered or carries on business, are not permitted.
- Contributions must be recorded accurately and transparently in the company books and records.
- The beneficiary organisation must undertake to record the contributions it receives in its own books and records in an appropriate, transparent manner.

In any case, giving subsidies, and making charitable contributions and donations, and the carrying out of sponsorship activities must comply with the provisions of applicable Policies and Procedures in this regard at all times.

### **Political contributions**

Political contributions may constitute direct or indirect forms of corruption and, as such, present the risk that they may give rise to liability associated with the violation of Anti-bribery Laws. In particular, political contributions may be used by a company as an inappropriate means of corruption to maintain or obtain a business advantage (including but not limited to: contract award, obtaining an authorisation or licence, shaping the legislation in favour of its business).

As a result of these risks, all direct or indirect contributions, no matter their form, made to political parties, movements, committees, political and union organisations, as well as to their representatives and candidates, are permitted only after authorisation from the Compliance Function. Contributions will always be subject to prior authorisation from the appointed entities indicated in the applicable Policies and Procedures in this regard, notwithstanding compliance with Anti-bribery Laws, applicable national legislation and prior Due Diligence to ensure that the organisation receiving the contribution is legitimate and that the contribution is not used as a channel for corruptive practices. The above-mentioned contributions are always permitted when they are specifically required by applicable laws and regulations of the country in which the receiving organisation operates.

Political contributions intended to influence a tender or another decision in favour of companies of the Prysmian Group, or that may be perceived as such, are prohibited.

### **Order acquisition**

Interactions with bodies and organisations that decide the awarding of contracts for the supply of goods and services ('**Orders**') may give rise to potential risk situations, in so far as a

company of the Prysmian Group may be held liable for all acts of corruption, either attempted or committed, in order to ensure procurement of such orders.

Accordingly, in relations with bodies and organisations that decide on Order procurement, Individuals of the Prysmian Group must act in a fair, transparent and honest manner and in compliance with Anti-bribery Laws, with this policy and the provisions of applicable Policies and Procedures in this regard at all times.

Negotiating with and/or undertaking commitments with the aforementioned bodies and organisations is exclusively reserved to the specifically appointed and authorised corporate functions, which must bring themselves in line with this policy and with applicable Policies and Procedures in this regard.

With regard to the procurement procedure for Orders from public administration or public bodies or organisations, the Group Compliance and Internal Audit Function must perform checks on the fairness of the procurement procedure, on associated documents and agreements and on compliance with this policy, the provisions of applicable Policies and Procedures in this regard and with any other applicable provision, using the procedures that it deems most suitable based on the level of risk.

#### **Acquisitions and transfers of shares or companies**

Due Diligence forms a fundamental aspect of any envisioned acquisition or transfer of shares or companies (including the acquisition of shares involved in the constitution of a joint venture). This Due Diligence is either external (for acquisitions) or internal (for transfers) and must also concern aspects relating to compliance with applicable Anti-bribery Laws.

For any envisioned acquisition or transfer, the competent entities indicated in the applicable Policies and Procedures in this regard, together with the managers and consultants involved in each of these operations, shall provide assistance **(i)** in identifying the main risk factors relating to compliance with applicable Anti-bribery Laws, **(ii)** in preparing the information on anti-bribery compliance that potential buyers may request and **(iii)** in drafting anti-bribery declarations and guarantees to be included in the associated contract.

In any case, activities relating to acquisitions and transfers of shares or companies must comply with the provisions of applicable Policies and Procedures in this regard at all times.

#### **Employment of Individuals of the Prysmian Group**

Activities associated with staff selection, employment and management typically constitute activities at risk of corruption. As such, these activities must be carried out in compliance with this policy and with the provisions of applicable Policies and Procedures in this regard (by way of example, with regard to the selection process for Individuals of the Prysmian Group and relative controls and checks, the drawing up of the associated contracts and stipulation of anti-bribery clauses in these contracts, the transfer and promotion process for Individuals of the Prysmian Group and establishing and assigning objectives and incentives, rewards and bonuses).

Indeed, the Group regulates the selection, employment and management processes of Individuals of the Prysmian Group in detail to ensure that activities are carried out in compliance with the principles of professionalism, transparency and fairness, in accordance

with the provisions of applicable laws and regulations, including Anti-bribery Laws.

Generally, for the employment of each new member of staff:

1. the employment terms must stipulate the compliance of Individuals of the Prysmian Group with this policy and with the provisions of applicable Policies and Procedures, whilst also specifying the sanctions that apply in the event of violation;
2. within a reasonable time frame after employment, Individuals of the Prysmian Group must receive a copy of (or have access to) this policy, as well as relative suitable training.

Furthermore, the Group shall adopt and implement Policies and Procedures which allow for disciplinary measures to be applied to Individuals of the Prysmian Group who violate this policy and provisions of applicable Policies and Procedures.

In any case, particular caution should be exercised at all times when employing a Public Official or one of his or her Relatives, and it should be kept in mind that under certain Anti-bribery Laws, even simply discussing the possibility of employing a Public Official or one of his or her Relatives during the time in which the former holds such a title, may be considered illegal.

## **Facilitation payments**

So-called 'Facilitation Payments' are unofficial payments of moderate value made to a Public Official (usually occupying a low hierarchical position) with the intention of expediting, facilitating and ensuring the carrying out of an ordinary, routine and non-discretionary operation or one that is required as part of the duties of the Public Official (for example, payments to expedite customs operations, obtaining documents, issuing visas, etc.).

Facilitation Payments do not include payments that may be required under applicable local legislation (e.g. payments required to be able to enjoy priority treatment).

### **Facilitation Payments are expressly prohibited.**

It is unacceptable for Individuals of the Prysmian Group, any company of the Prysmian Group or Business Associate to use such types of payment, even when these payments are permitted or tolerated under local law in certain countries in which the Group operates.

The Compliance Function or Local Compliance must be consulted with without delay in the event of a request for a Facilitation Payment.

## **Extortion payments**

In certain circumstances, Individuals of the Prysmian Group may be forced to pay money to third parties if they receive threats - either real or concrete - against their health, safety or freedom: these circumstances do not fall within the scope of this document. As a matter of fact, because the safety and freedom of individuals constitute core values, many regulations do not consider it an offence to make payments under the circumstances described above.

This holds true provided that, where possible, when suspicion is raised as to the corrupt nature of a request for payment received by an Individual of the Prysmian Group, said individual immediately consults with the Compliance Function or Local Compliance. The Prysmian Group will not consider payments made by Individuals of the Prysmian Group to be illicit when said individuals suspect that there is an imminent danger for their or another individual's health,

safety or freedom. Individuals of the Prysmian Group are nonetheless required to adopt specific protection should they find themselves faced with payment requests of this kind:

1. A report of the event must be drawn up as soon as possible
2. The event must be promptly reported to the Compliance Function or Local Compliance
3. A competent entity must be appointed to carry out an internal investigation on the event (the Chief Compliance Officer or a manager that is independent from the function to which the Individual of the Prysmian Group in question belongs)
4. The payment must be duly recorded in the Group's accounts

Where applicable, or if required by law, the payment must be reported to the competent authorities.

### **Petty cash management**

By nature, petty cash can easily become an instrument for making corrupt payments. In order to prevent such a risk, besides scrupulously adhering to the rules under this policy at all times, all petty cash transactions, including expenditure and replenishment, must be approved in accordance with the internal rules and business processes of the Prysmian Group.

Moreover, these transactions must be adequately supported by appropriate documentation and be accurately and timely recorded and entered into the accounts so as to indicate the purpose of the transaction and the recipients of the amounts.



**I.B** Annexe 2

**Principles of conduct pertaining to specific counterparties**

**SUMMARIES**

**Suppliers**

In order to prevent the Prysmian Group from being held liable under certain circumstances for acts of corruption committed by its suppliers, all Prysmian Group suppliers and their contractors and sub-contractors are required to adhere to the ethical standards and rules of the Code of Ethics, which applies from time to time, and of this policy.

In general, suppliers, contractors and sub-contractors must refrain at all times from engaging in any conduct that could be classified as corrupting conduct, in relation to any entity, be it a Public Official or private individual, including any conduct of this kind vis-à-vis Individuals of the Prysmian Group.

The process of supplier selection and of entering into and executing contracts is subject to the provisions of applicable Policies and Procedures on procurement. These rules must be set out in accordance with the anti-bribery principles under this policy, with particular reference to supplier selection, the qualification and updating process of the qualification status, contract award, post-award contract management, supplier appraisal management, contractual clauses on protection standards, including undertakings clauses regarding compliance with this policy and Anti-bribery Laws, and the verification of suppliers' ethical requirements. Owing to the specifics of the activity entrusted to them, when a supplier, contractor or subcontractor is required to carry out activities on behalf of or in the interests of a company of the Prysmian Group, they may qualify as a Business Associate, and as such, the additional rules and principles of conduct contained in the next summary shall apply. If in doubt as to whether a supplier qualifies as a Business Associate, the Compliance Function or Local Compliance must be contacted without delay to obtain an opinion in this regard.

**Business Associates**

As was specified earlier in this document, for the purposes of this policy, '**Business Associates**' are any third party that is engaged in or plans to engage in any kind of business relationship with the Prysmian Group, whereby said third party may act on behalf of or in the interests of one or more companies of the Prysmian Group.

For example, the following positions typically find themselves in the above-mentioned conditions, and as a rule, are considered Business Associates:

1. Intermediaries (including agents, business consultants paid on a commission basis, distributors, dealers, etc.)
2. Consultants
3. Partners in joint ventures and associations or other forms of association between companies
4. Carriers and customs officers, etc.

Contractors, subcontractors or suppliers of goods or services or their sub-contractors may qualify as Business Associates when they are also entrusted with activities involving relations with Public Officials or business relations with private counterparties on behalf of or in the interests of companies of the Prysmian Group. Partners in joint ventures and association

agreements or groupings of companies are also considered Business Associates, but partners of this kind are subject to specific regulations as indicated in the following Partnership summary.

If in doubt as to whether a third party qualifies as a Business Associate, the Compliance Function or the Local Compliance Officer must be contacted without delay to obtain an opinion in this regard.

This policy provides for particular caution and certain rules for Business Associates, as companies of the Prysmian Group may be held liable for any acts of corruption committed by their Business Associates in the interests of that company (even without its knowledge). **For this reason, the Prysmian Group requires: (i) from Business Associates, strict compliance with this policy and with Anti-bribery Laws with regard to operations carried out with and for the Prysmian Group; (ii) from Individuals of the Prysmian Group, compliance with this policy and the provisions of applicable Policies and Procedures in this regard, in relation to selecting Business Associates and in managing the associated relations.**

### **Intermediaries and consultants**

Intermediaries (such as agents, distributors, dealers, etc.) and consultants form a category of Business Associate which may present particular risks of corrupt conduct, especially when they operate in countries with a high risk of corruption and when paid on a commission basis, or by other means of payment based on the results obtained to the benefit of a company of the Prysmian Group.

Consequently, when selecting intermediaries and consultants, and when engaging in relations with the latter, Individuals of the Prysmian Group must adhere to the provisions of this policy in relation to Business Associates (see relevant summary), carry out preventive anti-bribery Due Diligence and adopt particular care and caution, including in relation to the risk of corruption for countries in which the intermediary or consultant operates and to the type of activity involved in the goods or services procured (for example, in cases where the intermediary or consultant interacts with Public Officials).

If in doubt as to whether an intermediary qualifies as a Business Associate, the Chief Compliance Officer or Local Compliance must be contacted without delay to obtain an opinion in this regard. All intermediaries and consultants of companies of the Prysmian Group must adhere to this policy and to applicable Anti-bribery Laws at all times in order to prevent a company of the Prysmian Group from being held liable for acts of corruption committed by its consultants.

### **Partnerships**

A company of the Prysmian Group may be held liable for acts of corruption committed under agreements of joint venture, association or grouping of companies, etc. ('Partnerships'). Furthermore, it should be noted that a Partnership with a Public Official or 'decision maker' of a private counterparty or with their Relatives may constitute an instrument for giving or promising an economic advantage or other benefits to the latter, and therefore may constitute corruption. For this reason, Partnerships require an additional degree of care. Firstly, when the Partnership takes the form of a company or of another joint shareholding with a company of

the Prysmian Group and with its partners:

- (i) in cases where this company or organisation is controlled by a company of the Prysmian Group, it must be ensured that this company adopts this policy, as provided for under §3;
- (ii) in cases where this company or organisation is not controlled by any company of the Prysmian Group, representatives of the Prysmian Group shall do everything possible to ensure that the Partnership operates in compliance with the principles under this policy and the provisions of applicable Policies and Procedures.

In any case, in relation to Partnerships, the provisions of the applicable Policies and Procedures in this regard must be adhered to. Specific 'anti-bribery standards clauses' may be stipulated for partnership agreements. If in doubt as to whether a relationship qualifies as a Partnership, the Compliance Function must be contacted without delay to obtain an opinion in this regard.

### **Lobbyists**

All lobbying activities (carried out directly or through a third party) must be traced, transparent and conducted without raising suspicion of corruption, of conflict of interests or of other irregularities, and in compliance with this policy, with the provisions of applicable Policies and Procedures, and with all provisions under applicable legislation, regulations and/or guidelines. Furthermore, when selecting lobbyists and when entering into contractual relations with them, Individuals of the Prysmian Group must adhere to the provisions of this policy on intermediaries.

**Public Officials must never be employed to carry out lobbying activities or political propaganda activities on behalf of companies of the Prysmian Group.**

### **Public administration**

Interactions with public administration may generate potential risk situations, as a company of the Prysmian Group may be held liable for acts of corruption, whether these are committed or attempted, against Public Officials. Negotiating and/or undertaking commitments with public administration are exclusively reserved to specifically appointed and authorised corporate functions, which must adhere to this policy and to the provisions of applicable Policies and Procedures.

Relations with Public Officials from countries other than the country in which the individual company of the Prysmian Group operates shall be governed by the same provisions under this policy.

When interaction with public administration relates to a public tender or to private negotiations for Order procurement, the rules and degree of caution provided for under this policy for order acquisition shall also apply.