

REPORT BY THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (“PRYSMIAN” OR THE “COMPANY”) TO VOTE, AS ITEM NUMBER FOURTH OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS’ MEETING SCHEDULED ON 12 APRIL 2022 (THE “SHAREHOLDERS’ MEETING”), THE PROPOSAL FOR THE ANNUAL REMUNERATION OF THE MEMBER OF THE BOARD OF STATUTORY AUDITORS, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

4. Determination of the remuneration of the members of the Board of Statutory Auditors.

The article 21 of the By-laws requires the Shareholders' Meeting to determine the remuneration payable to the members of the Board of Statutory Auditors.

It is reminded that the Shareholders' Meeting of 5 June 2019, under proposal by shareholder Clubtre S.p.A. occurred when its own slate of candidates was filed, set the remuneration for the members of the Board of Statutory Auditors as follows: annual gross amount of Euro 75,000 for the Chairman of the Board of Statutory Auditors and annual gross amount of Euro 50,000 for each of the other Standing Statutory Auditors.

Considering the above, Shareholders' Meeting is invited to resolve upon the annual remuneration of the Chairman of the Board of Statutory Auditors and of the other Standing Statutory Auditors for the period 2022-2024, taking into account also the proposals, if any, presented by those entitled to submit the slates for the appointment of the Board of Statutory Auditors.

You are reminded that the article no.5, recommendation n.30, of the Corporate Governance Code for Italian listed S.p.A. approved by Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, which the Company adhered to, underlines that *"The remuneration of the members of the control body is adequate to the competence, professionalism and commitment required by their role and the company's size, industry and current situation"*.

In this regard, it should be noted that an analysis carried out in 2021 on the boards of statutory auditors in office of Italian issuers belonging, like the Company, to the FTSE MIB index and consisting of three standing auditors and two alternate auditors, found that the median emolument was approximately 77,000 Euro for the Chairman and approximately 52,000 Euro for the standing auditors. Accordingly, it can be considered that the emoluments received to date by the members of Prysmian's Board of Statutory Auditors are in line with the median emoluments paid in comparable situations and commensurate with the commitment required.

In light of the above, the Shareholders' Meeting is invited to resolve on the determination of the remuneration due to the members of the Board of Statutory Auditors for the period 2022-2024, voting on one of the proposals that may be submitted by those entitled to submit lists of candidates for the appointment of the Board of Statutory Auditors.

Milan, 2 March 2022

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