

Process for the submission of the list of the Board of Directors

Approved by the Board of Directors
on November 9th, 2023

Parties involved in the process



Remunerations and Nominations Committee (RNC)

Composed of three directors, mostly independent, proposes to the Board the *Board Skill Matrix* after the completion of the Board evaluation, leads the preparatory activities following the work undertaken by the Advisor in charge for the candidate search and pre-selection guaranteeing the maximum confidentiality in the various process phases. The Committee will keep the Board of Directors periodically informed and will submit proposals to the Board regarding the choice of possible candidates who will be included in the list.



Lead Independent Director

Involved in the whole process, ensures the independency in the management of the process and in the evaluation of the candidacy, in particular with reference to the Chairperson of the Board.



Independent Advisor in charge for the Board evaluation

Company selected in rotation from among the leading firms, to which the task of supporting Prysmian in the execution of the Board evaluation is assigned at least once in the course of the three-year mandate, so as to value the contribution of the directors in the definition of the ideal composition of the new Board and the update of the *Board Skill Matrix*.



Independent Advisor in charge for the candidates search and pre-selection

Company selected in rotation from among the leading firms, to which the task of supporting Prysmian in the search for possible candidates is assigned, in coherence with the approved *Board Skill Matrix* and the expected new Board composition as foreseen by the Board composition Policy.

Parties involved in the process



Chief Executive Officer

Takes part in the selection of candidates for the role of director with a focus on the presentation of candidates to be identified from among the Group's managers.



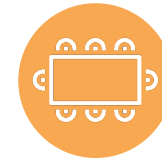
Board of Directors

Starts the process with the approval of the *Board Skill Matrix* and providing any further recommendations to the Remunerations and Nominations Committee; it is constantly updated in relation to the activities conducted by the Remunerations and Nominations Committee; assesses and approves the candidates for the role of director.



Board of Statutory Auditors

Verifies and monitors the quality and the respect of the process described in the Policy, through the participation in the Remunerations and Nominations Committee and Board meetings.



Corporate Functions involved

Support the Remunerations and Nominations Committee and carry out the preparatory and preliminary work leading to the selection, including the analysis of market best practices and regulations in force from time to time.

Process phases

1. BOARD EVALUATION



Remunerations and Nominations Committee and HR

Supported by the HR&Organization function, proposes the Independent Advisor in charge for the Board evaluation.



Board of Directors

Appoints the Independent Advisor for the Board evaluation.



Independent Advisor

Performs the Board evaluation, through the involvement of all directors and under the supervision of the Chairperson of the Board. Upon conclusion, results are shared with the Remunerations and Nominations Committee and with the Board.

2. BOARD COMPOSITION POLICY AND BOARD SKILL MATRIX



Remunerations and Nominations Committee

On the basis of the Board evaluation and of the circumstances which are relevant from time to time for the strategic development of the Company, the Remunerations and Nominations Committee identifies personal, professional and independence characteristics which the candidates should possess and integrates in the *Board Skill Matrix*. Updates the Corporate Bodies composition Policy.



Board of Directors

Approves the *Board Skill Matrix* and the Corporate Bodies composition Policy.

Process phases

3. PRELIMINARY CONSULTATION WITH PROXY ADVISOR AND/OR MAJOR SHAREHOLDERS



Chairperson of the Remunerations and Nominations Committee and Lead Independent Director

Preliminary consultation of the main shareholders exclusively concerning the Board composition and the *Board Skill Matrix*.

4. INDEPENDENT ADVISOR IN CHARGE FOR CANDIDATES SEARCH AND PRE-SELECTION



Remunerations and Nominations Committee

Proposes the Advisor in charge for the candidates search and pre-selection: the choice of consultants takes into account the preparation and professional experience gained in the field of selection processes for high-level profile personnel for listed companies - in particular of non-executive and independent directors - or of advisory processes in the field of corporate governance.



Lead Independent Director

Ensures that the choice is made independently.



Board of Directors

Appoints the Advisor responsible for the candidates search and pre-selections.

Process phases

5. DETERMINATION OF THE NUMBER AND PROFILE OF NEW CANDIDATES



Remunerations and Nominations Committee and Lead Independent Director

In light of the results of the Board evaluation, the verification of any directors not available for renewal, the need to strengthen the Board with specific skills, the Remunerations and Nominations Committee, having consulted the Lead Independent Director, carries out an estimate of the needs for new directors and their profiles.

6. IDENTIFICATION OF CANDIDATES



Independent Advisor

Identifies a list of possible suitable candidates, external to Prysmian Group, based on their personal and professional characteristics and the needs identified by the Remunerations and Nominations Committee.



RNC, Lead Independent Director, CEO and Advisor

A short list of suitable candidates is defined based on the candidates presented by the Advisor, following in-depth discussion sessions. The Chairperson of the Remuneration and Nominations Committee and the Lead Independent Director initiate individual interviews with each of the possible candidates. The candidates included in the short list can also be interviewed by the Chief Executive Officer.



Remunerations and Nominations Committee

The Remunerations and Nominations Committee proposes the selected profiles to the Board of Directors for approval and inclusion in the list of the Board which will be presented to the market.

Process phases

7. LIST APPROVAL



Board of Directors

The Board of Directors examines the proposal of the Remunerations and Nominations Committee and passes resolutions on the composition of the list to submit it to the vote of the shareholders during the Shareholders' Meeting to renew the corporate bodies.

Prysmian
Group

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the Future