



REPORT OF THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (“*PRYSMIAN*” OR THE “*COMPANY*”) TO VOTE, AS ITEM NUMBER SIX OF THE AGENDA OF THE ORDINARY SHAREHOLDERS’ MEETING SCHEDULED ON 18 APRIL 2024 (THE “*SHAREHOLDERS’ MEETING*”), THE PROPOSAL FOR THE REMUNERATION OF THE DIRECTORS, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.



6. Determination of the remuneration of the Directors.

Shareholders,

According to article 14 of the By-laws, the Shareholders' Meeting is entitled to determine the remuneration payable to the Board of Directors, in addition to the reimbursement of the expenses incurred in the performance of their duties.

You are reminded that the Shareholders' Meeting of 28 April 2021 set the annual remuneration equal to Euro 1,030,000 for the entire Board of Directors for each of the years it remains in office and granted the Board itself the authority to determine how such sum should be allocated among all or just some of the directors in view of the specific offices of each.

In the framework of such authority, the Board, on the proposal of the Remunerations and Nominations Committee, then allocated the annual gross amount among the non-executive and independent directors only, granting a specific remuneration for the Chairperson and for the members of the internal committees as follows:

- (i) Euro 130,000 to the Chairperson of the Board of Directors,
- (ii) Euro 65,000 to each of the non-executive and Independent Directors according to the T.U.F.,
- (iii) Euro 35,000 to each internal Committee member.

An update of the benchmarking analysis on the remuneration of the boards of directors of Italian and European companies comparable in terms of size, activity and stock market capitalisation, conducted by the Remunerations and Nominations Committee with the support of an advisor, confirmed the substantial consistency of existing remuneration for directors and highlighted the opportunity, already known, to continue with a further increase in the remuneration for the Chairperson and to marginally differentiate the remuneration of the Chairpersons of the internal committees from that of the other members.

Taking into account the above and experience gained in the current term, the outgoing Board of Directors, on the proposal of the Remunerations and Nominations Committee, proposes to set the annual gross remuneration of the members of the Board of Directors on the basis of the following criteria:

- (i) Euro 185,000 to the Chairperson of the Board of Directors,
- (ii) Euro 65,000 to each of the non-executive director, the Chairperson of the Board of Directors included,
- (iii) Euro 40,000 to each internal Committee chair,
- (iv) Euro 35,000 to each internal Committee member, not acting as chair.

The adoption of these criteria, in addition to determine compensation effectively commensurate with the foreseeable commitments that each Director will face, would allow for flexibility in managing any changes in the composition of the Board and its committees that may occur during the term of office.

Should this proposal be approved by the Shareholders' Meeting, by way of example only, the adoption of these criteria to the current composition of the Board of Directors (providing for the increase of one additional independent director due to the reduction of executive directors to two) and its committees would determine a gross annual remuneration of Euro 1,165,000.

The remuneration paid to Directors who are employees of Prysmian Group companies by virtue of their employment relationship and any additional remuneration of Directors who were vested with special offices pursuant to article 2389, paragraph 3, of the Italian Civil Code, are excluded from the above amounts, in addition to those related to the criteria herein approved, established by the Board in accordance with criteria contained in the "Report on remuneration policy and compensation paid".

Considering the above, we propose that you adopt the following resolution:



"The Shareholders' Meeting

RESOLVES

to set that the annual gross remuneration of the members of the Board of Directors shall be determined as follows:

- (i) Euro 185,000 to the Chairperson of the Board of Directors,*
- (ii) Euro 65,000 to each of the non-executive director, the Chairperson of the Board of Directors included,*
- (iii) Euro 40,000 to each internal Committee chair,*
- (iv) Euro 35,000 to each internal Committee member, not acting as chair.*

The gross remuneration paid to Directors who are employees of Prysmian Group companies by virtue of their employment relationship and any additional remuneration of Directors who were vested with special offices pursuant to article 2389, paragraph 3, of the Italian Civil Code, are excluded from the above amounts, in addition to those related to the above criteria".

Milan, 5 March 2024

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