

PRYSMIAN 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



All Prysmian Group employees must follow the Anti-Bribery Policy, and all applicable anti-bribery laws in the country(ies) in which they are employed or active, whichever is more restrictive.

The Prysmian Group strongly encourages partially owned affiliates and third parties not under effective control to adopt similar policies and practices, especially if they are located or do business in a country that has signed the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. This Policy interacts with and incorporates by reference the Code of Ethics, Agents, Third Party Contractors and Other Intermediaries Policy, Gifts and Entertainment Policy, Export Control and Sanctions Policy, Antitrust Code of Conduct and all other applicable policies of the Prysmian Group.

Third parties (consultants, agents, sales representatives, lobbyists, and others) who represent the Prysmian Group must agree to represent the Prysmian Group in a manner consistent with the Anti-Bribery Policy, as well as with all applicable laws, whichever is more restrictive.

The Prysmian Group may terminate business relationships with independent third parties whose business practices are inconsistent with the principles of the Anti-Bribery Policy.

Statement of Policy

1. Payments to Public Officials

No employee shall make, promise to make, offer, or approve any payment of anything of value, directly or indirectly, to secure, maintain, or direct business, to obtain an improper business advantage, or for any other purpose, to any public official, other than in compliance with all applicable laws **and** as expressly permitted under this Policy. For these purposes, "public official" includes any employee of a government-owned or controlled entity, including commercial entities, or any public international organization, any political party or party official, or any candidate for public office.

Prysmian Group policy also prohibits any employee from making a "facilitating payment" to a public official, even though such payments may be permitted under local law in certain countries.

"Facilitating payments" are payments of nominal value to a public official necessary to expedite or secure performance of a routine, non-discretionary government action. Such payments may include fees for obtaining official documents, processing governmental papers, and providing postal or utility services.

2. Agents, Third-party Contractors and Other Intermediaries

No Prysmian employee may retain or enter into a contract with any third-party contractors or business providers, including agents, consultants, lobbyists and others (collectively, "Agents") for the purpose of representing the Prysmian Group or enter into a joint venture without performing due diligence to ensure that the Agent [or joint venture partner] is a suitable business partner and will fully abide by all applicable laws **and** the Anti-Bribery Policy. This due diligence and approval process shall proceed according to the procedures set forth in the **Policy for Agents, Third-party Contractors and Other Intermediaries**. These provisions also provide rules concerning the terms that must be included in contracts with Agents, the amount and manner of payments to Agents, and the retention of records concerning relationships with Agents.

3. Payments to Persons Other Than Public Officials

This Policy also prohibits commercial bribery. Offering or making any form of bribe, kickback, or other

improper payment is prohibited. No employee may offer or provide payments, other than for the purchase of goods or services, to suppliers, customers, or competitors (or their employees or agents).

No employee may disguise a bribe, kickback, or other improper payment as a commission, rebate, discount, credit, allowance, or other business incentive payment. Thus, all business incentive payments must be reasonable in value, competitively justified, properly documented, and made to the same business entity as the original sales agreement/invoice/purchase order. Business incentive payments may not be made to individual officers, employees, or agents or to a related business entity.

4. Acceptance of Improper Payments

Soliciting or receiving any form of a bribe, kickback, or other improper payment is prohibited. Employees may never accept a gift in cash or cash equivalent.

5. Business Entertainment, Gifts, Courtesies, and Travel Expenses

No entertainment, gifts, courtesies, or travel expenses may be offered or paid to any public official, or actual or potential supplier, customer, or competitor, unless approved in accordance with the **Gifts and Entertainment Policy**. Guidance for the giving of gifts can be obtained from Local Compliance Officer or Chief Compliance Officer.

6. Acceptance of Entertainment, Gifts, Travel and Courtesies

Gifts, favors, entertainment, and courtesies may not be accepted from any person or organization that does or seeks business with, or is a competitor of, the Prysmian Group unless in accordance with the **Gifts and Entertainment Policy**. Guidance for receiving of gifts can be obtained from the Local Compliance Officer or Chief Compliance Officer.

7. Books and Records

Employees must ensure that the corporate books and records (which include virtually all forms of business documentation, including expense reports and reimbursement requests), that they create or for which they are responsible, accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No employee shall participate in falsifying or misrepresenting any accounting or other business record, and all employees must respond fully and truthfully to any questions from the Legal Department, the Chief Compliance Officer, or any Local Compliance Officer.

The Prysmian Group Chief Financial Officer will seek to ensure that all Prysmian Group companies use generally accepted accounting practices, with transparency concerning all payments, gifts, travel, entertainment, and courtesy expenses, including:

- Complete and accurate disclosure on the books of all payments to public officials and persons with any connection to them.
- Complete and accurate accounting of all travel, entertainment, and "miscellaneous" expenses.
- Complete and accurate disclosure on the books of payments made to agents, consultants, and joint venture partners.
- Complete and accurate disclosure on the books of payments made to suppliers, customers, and competitors.

- No “off the book” payments.

Implementation of Anti-Bribery Policy

1. Compliance Officers

A Chief Compliance Officer will be appointed reporting to the Control and Risk Committee and to the Chief Executive Officer and will be responsible for the administration of all compliance related policies and procedures including the Code of Ethics. In addition Local Compliance Officers will be appointed for each Prysmian company with responsibility for the implementation and ongoing application of all compliance related policies and procedures.

2. Guidance For Employees

The Chief Compliance Officer and/or the General Counsel of the Prysmian Group may issue guidelines as to what qualifies a person as a “public official.” If an employee has any doubt as to whether an entity or official is a “public official,” the employee should contact the Chief Compliance Officer and/or the General Counsel.

The Chief Compliance Officer will circulate on an annual basis (or more often if necessary) a corruption index, such as the one compiled by Transparency International, listing countries from the most to least corrupt, as perceived by business people doing business in those countries.

The Chief Compliance Officer and/or the General Counsel will circulate the Policies to all Prysmian employees. The Chief Compliance Officer and the General Counsel may issue other guidelines and interpretations to assist in implementing the Anti-Bribery Policy.

3. Compliance With The Policies

i. Reporting Suspected Violations

Each employee is strongly encouraged to report to the Local Compliance Officer or Chief Compliance Officer any suspected violations of the Policies or any applicable law. The Prysmian Group will not tolerate retaliation against anyone who reports a suspected violation of the Policies or applicable law. Comments and suggestions for improvements of a Prysmian Group Policy should also be made to the Responsible Executive.

ii. Actions Upon Notification of Suspected Violation

Upon receiving a report of a suspected violation, or discovering facts that may indicate that a violation has occurred, it is the responsibility of the Chief Compliance Officer to forward the matter to the Security Department and for an appropriate investigation of the claim to be conducted. It is the responsibility of the Chief Compliance Officer to notify Management and, if appropriate, the government department or agency responsible for enforcement of the relevant laws. Outside counsel may be retained to conduct an independent investigation, if necessary.

To the extent that there has been a violation of a Policy or applicable law, the Chief Compliance Officer will recommend to Management that employee(s) and the business unit involved cease any activity contrary to Prysmian Group Policy or any applicable law. The Chief Compliance Officer may recommend, subject to applicable law, disciplinary action for violations of a Prysmian Group Policy or applicable law as he deems appropriate, and may report such recommendations to Management and the Control and Risk Committee.

4. Conflict Between Policy and Applicable Law

If an employee believes that a Policy conflicts with the law applicable to a particular action, he should contact the Chief Compliance Officer and/or the General Counsel.

5. Discipline

Prysmian Group Policy requires, subject to applicable law, consideration of serious disciplinary actions, including termination as appropriate, against any employee who is found to have violated a Policy and/or applicable laws and regulations. Prysmian Group will not tolerate disregard, intended or unintended, of our Policies and requirements under applicable laws and may claim damages against an employee who has done so. Employees who violate applicable laws may be subject to large fines and/or imprisonment. The Prysmian Group has no obligation to reimburse an employee for such fines or for defense costs, and in some jurisdictions such reimbursement itself would be unlawful.

6. Non-Exclusivity of Policies

A Policy does not state all of the relevant Prysmian Group policies regarding the conduct of employees in the situations covered by the Policy, nor does a Policy provide a complete explanation of the laws that may be applicable to the Prysmian Group or its employees. Each employee has a continuing obligation to familiarize himself with the applicable law and Prysmian Group policies and to contact the Chief Compliance Officer, a Local Compliance Officer, or the General Counsel if the employee is uncertain about the propriety of his conduct.

Policy Approved by:

Date Authorised: