

REPORT OF THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (“PRYSMIAN” OR THE “COMPANY”) ON ITEM NUMBER FOUR OF THE AGENDA OF THE ORDINARY SHAREHOLDERS’ MEETING SCHEDULED ON 16 APRIL 2025 (THE “SHAREHOLDERS’ MEETING”), CALLED TO RESOLVE ON THE PROPOSAL FOR THE ANNUAL COMPENSATION OF THE MEMBER OF THE BOARD OF STATUTORY AUDITORS, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED AND UPDATED.

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

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

In this regard, it is reminded that the Shareholders' Meeting of 12 April 2022, under jointly proposal by shareholders Clubtre S.r.l., Albas S.r.l. e Angelini Partecipazioni Finanziarie S.r.l. formulated when its own slate of candidates was filed, set the compensation for the members of the Board of Statutory Auditors as follows: annual gross amount of Euro 75,000 for the Chairperson of the Board of Statutory Auditors and annual gross amount of Euro 50,000 for each of the other Standing Statutory Auditors.

You are reminded that the article no.5, recommendation n.30, of the Corporate Governance Code for Italian listed companies 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"*.

Given the uncertainty regarding whether proposals regarding the annual compensation of the Chairperson of the Board of Statutory Auditors and the Standing Statutory Auditors for the period 2025-2027 will be submitted by those entitled to do so, the Board of Directors has decided to submit to the Shareholders' Meeting a compensation proposal, formulated taking into account the analyses carried out by the Remunerations and Nominations Committee.

In this regard, we inform you that, taking into account an analysis carried out on two panels consisting of:

- all the boards of statutory auditors of Italian issuers in office in 2024 and belonging, like the Company, to the FTSE MIB index, excluding banks and insurance companies,
- a subset of the previous group of issuers that includes only the more comparable to Prysmian in terms of size and internationality,

and also considering the commitment required of the statutory auditors of Prysmian and the fact that the compensation of the Board of Statutory Auditors has remained unchanged for three terms, the Board of Directors submits the following resolution proposal for your approval.

"The Shareholders' Meeting,

RESOLVES

to establish the gross annual compensation of the effective members of the Board of Auditors as follows:

- (i) Euro 85,000 to the Chairperson of the Board of Statutory Auditors;***
- (ii) Euro 65,000 to each Standing Statutory Auditor."***

Milan, 5 March 2025

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