



Unieuro S.P.A. Registered Office in Forlì, Palazzo “Hercolani”, Via Piero Maroncelli, 10

Share capital euro 4,137,974.20 fully paid-up

Registration number on the companies’ register of Forlì-Cesena and tax code No. 00876320409

REGULATIONS

RELATED PARTY TRANSACTIONS COMMITTEE

(Approved by the Unieuro S.p.A. Board of Directors

on 7 February 2017 and last updated on 23 September 2021)

1. Purpose and scope of application

- 1.1. Pursuant to art. 20.6 of the Articles of Association of Unieuro S.p.A. ("**Unieuro**" or "**Company**") a committee has been set up within the Board of Directors, entitled the Related Party Transactions Committee ("**Committee**") to assist said Board of Directors with its assessments and decisions on the topic of transactions with related parties, in enactment of the Consob regulations adopted by way of resolution No. 17221/2010 as subsequently amended and integrated, containing provisions governing transactions with related parties ("**RPT Regulations**") and in line with the recommendations of the Corporate Governance Committee under the Corporate Governance Code governing listed companies promoted by Borsa Italiana S.p.A. ("**Corporate Governance Code**"), to which Unieuro adheres.
- 1.2. These regulations ("**Regulations**") approved by the Board of Directors of the Company on 7 February 2017 as subsequently amended on 23 September 2021, govern the composition, appointment and manner of operation of the Committee as well as its duties, powers, responsibilities and means at its disposal.

2. Composition and appointment

- 2.1. The Committee has been created pursuant to and to put into effect the internal Regulations governing related party transactions adopted by the Board of Directors on 12 April 2017, as subsequently amended by said Board of Directors ("**Procedure**" - defined terms with an initial capital letter in these Regulations that are not expressly defined herein shall be ascribed the definitions set forth in said Procedure). Said Committee shall be made up by at least 3 (three) Independent Directors, one of whom shall assume the role of Chairman.
- 2.2. The members of the Committee must have practical skills in relation to the duties they are called upon to perform. At least one member of the Committee shall possess adequate knowledge and experience in financial or legal matters or remuneration policies in accordance with the Corporate Governance Code; the Board of Directors shall ascertain possession of the said requisites at the time of his/her appointment.
- 2.3. The Board of Directors shall appoint and remove Committee members including the Chairman thereof.
- 2.4. Directors may accept the office of Committee member only when they believe that they are able to dedicate the necessary time to ensure the diligent performance of the duties pertaining to the office.
- 2.5. Committee members shall remain on the Committee for a term commensurate to their entire term of office as a director, unless otherwise determined by the Board of Directors, save for in the event of resignation from office or loss of any of the necessary requisites to hold office. In the event a member vacates his/her office on the Board of Directors prior to the envisaged term for any reason, then he/she shall automatically and immediately relinquish the office of Committee member.

- 2.6. In case of removal from or relinquishment of office, loss of requisites, death or incapacity of any Committee member, the outgoing member or the Chairman shall promptly notify the Board of Directors and Board of Statutory Auditors. The Board of Directors shall without delay and at its very next sitting replace the outgoing member, selecting his/her replacement from among those Directors who satisfy the requirements referred to in the previous paragraphs. The office of any replacement Committee member shall expire at the same time as that of the members already in office at the time of the replacement's appointment.
- 2.7. The Secretary shall be appointed by the Committee upon proposal made by the Chairman and may be a person chosen from outside the Committee. The Secretary shall assist the Committee and its Chairman in drafting meeting minutes and in carrying out the related activities. In the event of his/her absence or should he/she be unable to undertake the relative duties, then the Committee shall, on a case-by-case basis, select another person, who may be a person chosen from outside the Committee, to carry out the Secretary's duties.

3. Duties, powers and means

- 3.1. The Committee's duties shall be those provided for under the laws in force and by the Procedure referred to under art. 2.1 above. The Committee may propose amendments and integrations to said Procedure to the Board of Directors.
- 3.2. More specifically, pursuant to the Procedure, the Committee is entrusted with the principal task of formulating apposite grounded opinions on Unieuro's interest in carrying out any Related Party Transaction - whether a Transaction of Greater Importance or a Transaction of Lesser Importance - and shall give its opinion on the convenience and substantive fairness of the terms thereof based on timely and adequate information flows. For any Transaction of Greater Importance, as well as in the other cases within the remit of art. 6 of the Procedure, the Committee is also entitled to request information and formulate observations for the Chief Executive Officer, the RPT Safeguard Team and other persons in charge of conducting the negotiations or assessments regarding the profiles which are the subject of the information flows that have been received on said Transaction of Greater Importance.
- 3.3. In any case, the Committee is entitled to request the information it deems necessary for the performance of its duties. Moreover, the Committee may, at the Company's charge, engage experts of its choice, provided that said expert's independence and lack of any conflicts of interest has been established beforehand. Any such experts shall be persons having established professional attributes and competency on matters involving the Related Party Transaction on which the Committee is called to advise on.
- 3.4. The Company shall provide the Committee with adequate financial resources to enable due performance of its functions, within the limits provided for under arts. 5.3 and 6.3 of the Procedure.

4. Convocation, performance and recording of Meetings

- 4.1. The Committee shall meet as and when required to perform the functions entrusted to it by the applicable legislation and under the Procedure.
- 4.2. The notice of call, which shall contain the day, time and place of the meeting and the list of matters for discussion, shall be sent to Committee members by the Secretary on the recommendation of the Chairman as a general rule at least three days prior to the date set for the meeting, in such manner that ensures confidentiality and timeliness of the notice and enables due receipt of the notice to be confirmed. On the occurrence of any urgency, this term may be shorter, providing a minimum notice of 24 hours is given prior to the date set for the meeting. In any event, the Committee meeting shall be deemed validly called, notwithstanding there has not been a formal notice of call, if all the members are in attendance and the Chairman of the Board of Statutory Auditors has been duly notified. The Chairman of the Committee may invite the Chairman of the Board of Directors, the Chief Executive Officer, the Secretary of the Board of Directors, the standing members of the Board of Statutory Auditors and any other invited persons to take part in the meeting. The Secretary shall also send the notice of call by way of opportune information to all person/s invited by the Chairman of the Committee to take part in the meeting.
- 4.3. Committee meetings shall be presided over by the Chairman or in the event he/she is unable to or prevented from attending, then by a member of the Committee who shall be selected from those in attendance.
- 4.4. The Committee shall meet:
- (i) at the location indicated in the notice of call;
 - (ii) by videoconference sitting at the offices of the company or at any other location indicated in the notice of call;
- or, subject to the authorisation on the part of the Chairman of the Committee:
- (iii) by means of a videoconferencing system made available by the Company which ensures the same level of security as a video conference held at the offices of Unieuro;
 - (iv) by telephone conference, as a general rule limited to extraordinary meetings that have not been scheduled in the annual diary.

Attendance by the means under sub-paragraphs (ii), (iii) and (iv) must take into account the need to deal with the items on the agenda in a confidential manner and must ensure that all attendees can be identified and are able to follow the discussions and intervene in real time in the discussions of the business on the table. The meeting shall be deemed held at the place at which the Chairman of the Committee is located.

The above-mentioned means of attendance, as alternatives to a face-to-face meeting, shall in any case be adopted where deemed necessary to ensure compliance with any provisions of the law that limit face-to-face meetings.

- 4.5. Any documentation relating to items on the agenda shall be provided to the members by the Secretary as a general rule at the same time as the notice of call and in any case no later than the third day prior to the date of the meeting, save for in exceptional circumstances. Said documentation shall be provided in a manner that ensures it is kept confidential.
- 4.6. The Committee meeting shall be deemed validly called provided that the majority of the members in office are in attendance.
- 4.7. The Chairman of the Board of Statutory Auditors (or another statutory auditor designated by him/her) shall take part at Committee meetings and other Statutory Auditors may also participate. Upon invitation of the Committee Chairman, the Chairman of the Board of Directors and the Chief Executive Officer may participate in individual meetings - however with no right to vote and on condition that they do not have any personal interest in the business to be discussed. With reference to individual items on the agenda, representatives of Company departments responsible for the particular subject matter may attend as well as other members of the Board of Directors or any third party whose presence is deemed opportune to optimise the performance of the Committee.
- 4.8. Committee decisions shall be taken on absolute majority of those members in attendance. In the event of a deadlock the Chairman shall have the deciding vote.
- 4.9. The Committee shall ascertain - at its very next sitting - whether and to what extent each member is in possession of the necessary requisites to be classified as an Unrelated Independent Director, as well as a Director not involved in the Transaction being examined. This assessment shall be undertaken by way of a self-declaration made by each member at said meeting, that they hold the above-mentioned requisites. Each such self-declaration shall form part of the official meeting documents. Should any member of the Committee be an Interested Director or Director involved in the Transaction, then the Committee shall suspend the meeting and immediately inform the RPT Safeguard Team, which, in turn, shall inform the Responsible Function and the Board of Directors. Said Board of Directors may, if deemed appropriate and on an *ad hoc* basis, replace the affected member/s with unrelated, non-interested and non-executive member/s for the specific Transaction to be approved in accordance with the provisions of art. 8.2 of the Procedure.
- 4.10. In the event that, notwithstanding the application of the provisions of art 8.2 of the Procedure there are not at least 3 (three) Committee members for a Transaction of Greater Importance or at least 2 (two) Committee members for a Transaction of Lesser Importance in possession of the requisites to be classed as an Unrelated Independent Director as well as a Director having no interest in the Transaction, the Board of Statutory Auditors shall promptly meet to give its

opinion in place of the Committee in accordance with the Equivalent Safeguards under art. 9 of the Procedure.

- 4.11. Should any member of the Board of Statutory Auditors have an interest in the Transaction subject of the opinion, whether directly or on behalf of a third party, he/she shall advise the other Statutory Auditors thereof at the commencement of the meeting, specifying the nature, terms, origin and extent of the interest by means of a self-declaration which shall form part of the official meeting documents. In such case, the affected Statutory Auditor shall abstain from participating in the work and activity relating to the Transaction in question. In the event that compliance with the Procedure is not possible notwithstanding the application of such safeguard measures, then the opinion on the Transaction shall be given by an independent expert as shall be promptly selected by the Board of Directors in conformance with the provisions of art. 9.3 of the Procedure.
- 4.12. Meeting minutes shall be undertaken by the Chairman - or in his/her absence, then by whoever sits in for him/her - with the support of the Secretary (or his/her proxy holder). Should there be specific and justified grounds, then the Committee Chairman may request that the minutes be undertaken by a Committee member. The draft minutes shall be submitted to the Committee Chairman and to other Committee members for any observations thereon and shall generally be put forward for approval at the next meeting of the Committee. Said minutes shall be recorded on the corporate books and maintained by the Committee Secretary at the Company's registered office, together with any other minutes kept in chronological order. The minutes shall be signed by the Chairman of the meeting and by the Secretary or, in his/her place, by any substitute who performed the functions of Secretary and shall be made available to the members of the Board of Directors and the Board of Statutory Auditors and the Secretary of the Board of Directors.
- 4.13. Each grounded opinion on the Company's interest in carrying out any Related Party Transaction as provided pursuant to the Procedure shall be attached to the minutes of the relevant Committee meeting.
- 4.14. To the extent any procedure is not governed herein and insofar as they are compatible herewith, the operative rules of the Board of Directors shall be applied to the Committee.
- 4.15. The Committee Chairman shall report to the Board of Directors on the activities carried out by the Committee at least every six months and no later than the deadline envisaged for the approval of the annual financial report and the half-yearly report; he/she shall also report to the Board of Directors at its next sitting on those matters deemed of most relevance as examined by the Committee during the meetings.

5. Final provisions

- 5.1. The Committee shall periodically assess the adequacy of these Regulations and submit any proposed amendments, updates or additions thereto to the Board of Directors.
- 5.2. The Committee may make any strictly formal amendments deemed necessary to adapt these Regulations to: Legislative or regulatory provisions; recommendations under the Corporate Governance Code; the Procedure; resolutions of the Board of Directors; in relation to organizational and procedural changes of the Company, in such case duly informing the Board of Directors thereof.