



*Unieuro S.P.A. Registered Office in Forlì, Palazzo “Hercolani”, Via Piero Maroncelli, 10
Share capital euro 4,000,000.00, fully paid-up
Registration number on the companies’ register of Forlì-Cesena and tax code No.
00876320409*

REGULATIONS

SUSTAINABILITY COMMITTEE

(Approved by the Board of Directors of Unieuro S.p.A on 13 May 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 to assist said Board of Directors with its assessments and decisions on the topic of sustainability, meaning those guidelines, processes, initiatives and activities aimed at pursuing sustainable success thus creating long-term value for the benefit of shareholders, taking into account the interests of other relevant stakeholders ("**Sustainability Committee**" or "**Committee**"). The establishment of said Committee is consistent with recommendations of the Corporate Governance Committee under the Corporate Governance Code governing listed companies promoted by Borsa Italiana SpA ("**Corporate Governance Code**"), to which Unieuro adheres.
- 1.2. These regulations ("**Regulations**") drawn up by the Committee and approved by the Board of Directors of the Company on 13 May 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 shall be made up of at least three Directors, all of whom shall be non-executive, and the majority of whom shall satisfy the independence requisites in accordance with the legal and regulatory provisions in force as well as the Corporate Governance Code.
- 2.2. The Committee Chairman shall be selected from among the independent Directors. The Chairman of the Board of Directors cannot chair the Committee even if he/she is deemed independent.
- 2.3. The members of the Committee must have functional skills in relation to the duties they are called upon to perform.
- 2.4. The Board of Directors shall appoint and remove Committee members including the Chairman thereof.
- 2.5. 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.
- 2.6. 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 at the time of appointment or any time thereafter, or save for in the event of resignation from office or loss of any of the necessary requisites. 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.
- 2.7. 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 which shall without delay and at its very next sitting replace the outgoing member, selecting his/her replacement from among those Directors in office at that time provided that the replacement satisfies the requirements referred to in this article and in compliance with the provisions set forth in the previous paragraphs. The office of the 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.

- 2.8. The Secretary shall be appointed by the Committee 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

- 3.1. Within the remit of the Committee's duties are: preliminary, consultative and propositional functions in support of the Board of Directors.
- 3.2. The Committee shall assist the Board of Directors in carrying out the following activities in relation to corporate sustainability policy and thus shall:
- a) monitor policies and, more generally, sustainability and responsible innovation issues related to the exercise of business activities and *stakeholder engagement* activity;
 - b) support the Board of Directors in drawing up a sustainability and innovation strategy also by way of:
 - identifying topics pertinent to the generation of long-term value and drawing up a materiality analysis, co-ordinating where appropriate with the Control and Risk Committee;
 - supporting the Company in the formulation of Business Plans with a view to pursuing the creation of long-term value, taking into account the interests of all relevant stakeholders; indicating the guidelines which shall form the foundations for the structure of the strategic sustainability plan, setting forth those sustainability and innovation matters which are relevant to the Company, the initiatives to be carried out for each of them, the necessary resources therefor and related benefits thereof as well as give opinions/draw up proposals on the content thereof.
 - c) monitoring the progress of the activities and projects set forth in the above-mentioned action plan;
 - d) overseeing the evolution of sustainability issues also in light of international guidelines and principles laid down on the topic, duly monitoring the positioning of the Company with respect to the market (e.g., participation and inclusion in sustainability indices, principles and ESG performance);
 - e) verifying the general layout of the declarations made in the consolidated non-financial statement, the structuring of its content and the completeness and transparency of the information provided therein; its Chairman shall report on the outcomes of his/her Committee's checks to the Control and Risk Committee which shall be called to evaluate the appropriateness

- of periodic non-financial information so as to correctly reflect the business model, the strategies of the company, the impact of its activity and the level of performance actually achieved;
- f) promoting Company participation in initiatives and events relevant to sustainability and responsible innovation with a view to consolidating the corporate reputation in the domestic and international arenas;
 - g) giving opinions on policies and informative documents related to sustainability and responsible innovation matters;
 - h) on request of the Board of Directors and/or the Chief Executive Officer, giving opinions on questions that may have an impact on sustainability or responsible innovation matters;
 - i) reporting to the Board of Directors, at least every six months, on occasion of the approval of the annual and half-yearly financial reports, on activities carried out in the field of sustainability;
 - j) carrying out any additional tasks as may be entrusted to it by the Board of Directors, monitoring due application of decisions adopted by the Board of Directors on sustainability topics.

4. Operations

- 4.1. The Committee shall sit as often as is deemed necessary to fulfil its duties which sittings shall generally be on the dates set forth in the annual diary of meetings prepared and approved by said Committee. Meetings shall take place at the registered office or at any of the secondary offices of the Company (in all cases in compliance with the provisions of paragraph 4.4 below) and, in any case with a frequency as the Chairman of the Committee deems appropriate or upon request of the Chairman of the Board of Directors, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors or at least two members this latter Board, where the specific topic up for discussion is deemed within the responsibility of the Committee. The diary of Committee meetings and any variations thereto shall be submitted in advance to the secretary of the Board of Directors to ensure coordination with meetings of the Board and the other committees. Meetings shall be called by the Chairman of the Committee to discuss any agenda business prepared by him/her with the assistance of the Secretary of the Committee or whenever requested by at least two Committee members where the specific topic up for discussion is deemed within the responsibility of the Committee.
- 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, usually 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 necessity or urgency, this term may be shortened, providing a minimum notice of 24 hours is given prior to the date set for the meeting. In any event, the Committee shall be deemed quorate, notwithstanding there has not been a formal notice of call, if all the members or the majority thereof are in attendance on condition that the absent members have been informed of the meeting and at least one member of the Board of Statutory Auditors is in attendance. 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. Meetings of the Committee 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 may 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 audio conference, usually 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.

In the event that any urgency prevents the holding of any Committee meeting attendance via audio or videoconference, the Committee Chairman may ask the Committee members, also informing all the other recipients of the notice of call, to provide its opinion on a specific subject by e-mail. The Chairman shall inform the Committee members and any other recipients of the notice of call of the outcome of the consultation in relation to which a special report shall be drawn up.

4.5. Any documentation relating to items on the agenda shall be provided to the members by the Secretary generally 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 shall be deemed quorate if the majority of the members in office are in attendance and shall take decisions on an absolute majority vote of those in attendance. In the event of a deadlock the Chairman shall have the deciding vote.

4.7. The Chairman of the Board of Statutory Auditors (or another statutory auditor designated by him/her) shall take part in Committee meetings. Upon invitation of the Committee Chairman from

time to time, other members of the Board of Directors and the Board of Statutory Auditors may attend Committee meetings, as well as auditors, representatives of Company departments responsible for the particular subject matter or any other person whose attendance is deemed appropriate to enable the Committee functions to be carried out in the best possible manner.

- 4.8. 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, by the Secretary of the Board of Directors or by any person under his/her responsibility. 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, the Secretary of the Board of Directors as well as to other statutory auditors upon request.
- 4.9. 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 Sustainability Committee.
- 4.10. 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/he 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. Powers and means

- 5.1. In carrying out its duties, the Committee shall be entitled to access all information and company functions deemed necessary for due performance and to use all nature of resources as it deems appropriate, which may include engaging support of external consultants. The Committee shall verify beforehand that any external consultant is not in a position that could give rise to any situation that might compromise his/her impartiality of judgement.
- 5.2. On an annual basis, the Committee shall draw up an expense budget which it shall submit to the Board of Directors for approval. The Company shall provide the Committee with adequate financial resources to enable performance of its functions within the limits of said budget approved by the Board. If necessary, the Committee may use additional financial resources outside of the approved budget provided that such resources are approved by the Board of Directors.

6. Final provisions

- 6.1. The Committee shall periodically assess the adequacy of these Regulations and submit any amendments, updates or additions thereto to the Board of Directors.
- 6.2. The Committee may make any strictly formal amendments as are necessary to adapt these Regulations to: legislative or regulatory provisions; recommendations under the Corporate

Governance Code; resolutions of the Board of Directors, or in relation to organizational and procedural changes of the Company, in such case duly informing the Board of Directors thereof.