



# Anti-Corruption Policy

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**Unieuro S.p.A.**

Legal office in Forlì (FO), Via Schiaparelli, 31, 47122

VAT - Lot: 00876320409

# Index

<b>Introduction.....</b>	<b>2</b>
<b>1 Recipients and scope of application .....</b>	<b>2</b>
<b>2 References.....</b>	<b>2</b>
<b>3 Roles and Responsibilities .....</b>	<b>3</b>
<b>4 Principles and rules of conduct.....</b>	<b>4</b>
<b>4.1 Conflict of interest .....</b>	<b>4</b>
<b>4.2 Relations with third parties .....</b>	<b>4</b>
4.2.1 Customers.....	4
4.2.2 Suppliers.....	5
4.2.3 Management of real estate activities and locations.....	5
<b>4.3 Relations with public authorities .....</b>	<b>6</b>
4.3.1 Management of inspection visit.....	6
4.3.2 Law fulfillment .....	7
4.3.3 Event planning .....	7
<b>4.4 Human Resources.....</b>	<b>8</b>
<b>4.5 Sponsorships, donations, giveaways and representation expenses .....</b>	<b>8</b>
<b>4.6 Confidentiality, keeping the accounts and management of financial flows.....</b>	<b>9</b>
<b>4.7 Merger and Acquisition .....</b>	<b>9</b>
<b>5 Communication and dissemination .....</b>	<b>10</b>
<b>5.1 The Anti-Corruption Referrer .....</b>	<b>10</b>
<b>6 Monitoring and internal audit.....</b>	<b>11</b>
<b>7 Whistleblowing and alerts .....</b>	<b>11</b>
<b>8 Disciplinary System.....</b>	<b>11</b>
<b>9 Approval and updating of the Anti-Corruption Policy.....</b>	<b>12</b>

## **Introduction**

The following Anti-Corruption Policy, deriving from the principles defined in the Code of Ethics of Unieuro Group (hereafter also "Unieuro" or "the Group"), aims to provide the employees with rules to follow to strengthen anti-corruption control measures. The following Policy establishes the obligation to adhere to the anti-corruption rules, providing a definition of what can be interpreted as corruption and making mandatory the reporting of illegal practices in which may be involved actively or passively the personnel.

The Unieuro Group makes business ethics one of its greatest strengths, transmitting a message of loyalty, fairness and respect that applies to the whole Group and represents a point of reference in the social reality in which it operates. Unieuro identifies measures to prevent corruptive offences as an integral part of the Group's social responsibility to protect its organization and all stakeholders.

In this context, in coordination with its Code of Ethics and taking inspiration from the best practices in the Anti-Corruption Compliance Program and the International standard ISO 37001:2016, Unieuro has defined this Anti-Corruption Policy (hereafter also "Policy") to minimize the risk of behaviors that may be related to corruptive circumstances.

## **1 Recipients and scope of application**

This Policy applies to the Social Organs, Employees, Prosecutors and Collaborators with whom Unieuro establishes relationships or business relations that, in any way and irrespective of the type of contractual relationship, operate in the name and on behalf of the Group (hereafter also "Recipients").

The Anti-Corruption Policy is also an integration of the Organizational Model adopted under the Italian discipline of the "responsibility of the institutions for administrative offences dependent on crime" contained in Legislative Decree No. 231/2001 and constitutes a valid tool to contrast the corruptive phenomena.

## **2 References**

- Model of Organization, Management and Control under the Legislative Decree No. 231/2001;
- Code of Ethics;
- Policy and procedures.

### **3 Roles and Responsibilities**

To ensure observance of this policy and regulations applicable to the conduct of business activities, the following roles and responsibilities are defined:

#### **All Staff:**

- maintain the highest ethical and professional level in carrying out the tasks, in accordance with the Code of ethics, this Anti-Corruption Policy and any other relevant policy or procedure adopted by the Group;
- report all requested information in this Policy, including the receipt of giveaways and hospitality, the receipt of requests to make giveaways and to give hospitality, payments, suspected violations of anti-corruption laws and this Policy by other employees or Partner, situations that give rise to an actual or possible conflict of interest, etc.;
- address to Legal Direction in case of doubt regarding the application of this Policy.

#### **Supervisory Body (under Legislative Decree No. 231/2001)**

- monitors and examines any possible violations of the Code of Ethics and this Policy;
- notifies the Board of Directors, at least annually, of any relevant activity in the context of anti-corruption;
- continuously monitors the development of activities related to the management and deepening of reports of sensitive activities.

#### **Legal Management**

- periodically updates this Policy to ensure its continuous efficiency;
- in collaboration with the Internal Audit Director, keeps evidence of the due diligence activities carried out, of the reports on suspicious activities and observations on compliance;
- is the referrer of last resort for questions of interpretation of this Policy;
- is responsible for the maintenance, management and administration of this Policy;
- ensures the disclosure to the Unieuro employees of the rules established in this Policy .

**Internal Audit Director**

- monitors and examines, with independence, the internal control system to verify the respect of the Anti-Corruption Policy;
- in collaboration with the Legal Management, maintains registration of due diligence activities, reports on suspicious activity and compliance observations.

**Human Resources Management**

- is responsible for the implementation and updating of the database for the declarations requested to the candidates.

**4 Principles and rules of conduct*****4.1 Conflict of interest***

In the execution of any activity, situations where the individuals involved in the transactions are in conflict of interest, with reference to personal or family interests that could influence the independence of judgement or interfere with the ability to assume, impartially, decisions in the best interest of Company, must be avoided. Any situation that may constitute or determine a conflict of interest must be communicated promptly to the direct manager. In the same way, the person involved must refrain promptly from intervening in the operative/decision-making process while the manager is required to identify the operative solutions to safeguard, in the specific case, the transparency and correctness of behavior in the conduct of activities.

***4.2 Relations with third parties*****4.2.1 Customers**

It is not allowed to give or promise/request or accept money or other forms of utility to/from customers with the intent of making a sale on particularly advantageous conditions (without limitation in terms of quantity and/or selling price) which are outside contractual relationship and to facilitate irregularities or fraud in the activity. The practices of application of price lists, as well as discounts, promotions and tributes to customers, must respect the company procedures with reference to their approval and related documentation.

#### **4.2.2 Suppliers**

It is not allowed to give or promise/request or accept money or other forms of utility to an employee or representative of a counterparty with whom the company has an interest in concluding a supply of goods or services to obtain an undue advantage (e.g. an unjustified discount).

The choice of suppliers and external collaborators for the purchase of goods and services must be based on quality, integrity, reliability and cost-effectiveness assessments.

In particular:

- the selection process must be transparent and, in accordance with company procedures, provide for a competitive negotiation between several counterparties;
- the methods of choice must be traced and the documents, proving the observance of the internal procedures and the purpose of the purchase, adequately archived;
- in cases where there are acts or suspicions of corruptive behavior, the relationship with the counterparties must be interrupted.

Only individuals duly authorized, according to spending powers defined by the system of proxies and the relative limits of the amount, are entitled to the purchase of goods and services. For each purchase operation it is necessary to verify and keep track with appropriate documentation:

- that the good/service rendered by the supplier and/or the consultant corresponds to that requested and/or otherwise agreed upon;
- that the price paid to the supplier/consultant is in line with the market prices and/or justifiable in the light of the specific competence required.

It is prohibited to make payments in favor of suppliers/consultants who do not find adequate justification in the context of the contractual relationship established with them.

#### **4.2.3 Management of real estate activities and locations**

The real estate activities and the opening and/or renewal of the stores represent strategic activities and need to be managed respecting the rules and principles adopted by the Company. The negotiations for the purchase or leasing of real estate and their investments must be carried out by specially delegated persons and in accordance with the principles of correctness and transparency, guaranteeing traceability of trade agreements.

It is not allowed to give or promise/request or accept money or other forms of utility to an employee or representative of a counterpart at the time of a negotiation for the management of real estate activities

to obtain or grant an undue advantage. The relationship with any real estate intermediaries must be managed in compliance with the principles of legality and guaranteeing adequate traceability.

Relations with the Public Administration in the management of requests for administrative measures (e.g. for obtaining licenses or the commencement of construction work, restructuring and maintenance of real estate) must be managed in accordance with the principles set out in the following paragraph 4.3. "Relations with the Public Authorities".

#### **4.3 Relations with public authorities**

Relations with persons belonging to the Public Administration, Public Officials or persons in charge of public service (hereafter more generically "PA") must be based on principles of transparency, fairness and correctness, in compliance with the Standards and the business principles of reference.

In the context of relations with PA, it is not permissible to establish relations of favor, influence or interference to influence, directly or indirectly, activities.

It is therefore prohibited to promise or to offer to representatives of the Public Administration money, goods and to grant economic advantages or usefulness of any kind, if not of modest value in the context of courtesy reports, such as not to undermine the integrity and Unieuro reputation.

The relations must be managed only by individuals in charge and authorized for the purpose, within the limits of the powers assigned to them by formal proxy or within the limits of their roles and responsibilities, and must be tracked, also by email.

##### **4.3.1 Management of inspection visit**

The Function Managers manage relationship with Inspection Authorities. The individuals identified, based on the verification framework, must:

- provide maximum cooperation and transparency in relations with inspectors, and to ensure the correctness, truthfulness and updating of the information provide;
- check the contents of the final minutes of inspection and countersign it;
- ensure the transmission to the supervisory body by the apical referents (HR Director, RSPP, Legal, Tax Manager) quarterly information concerning possible inspections;
- keep the relevant documentation.

#### **4.3.2 Law fulfillment**

The Heads of the Functions involved must monitor the request requirements and identify the main types of acts and authorizations, as well as obligations and provisions in general (e.g. customs duties for import/export activities of products for sale, request for administrative measures, compliance with statutory obligations regarding recruitment and management of employees, etc.).

The individuals in charge are obliged to provide cooperation and transparency in the relations with the Public Administration, and to guarantee the correctness, truthfulness and updating of the information provided.

It is also sanctioned the prohibition of:

- conducting behaviors with Public Administration aimed to obtain undue advantages for the benefit of the Company;
- obtaining unlawful favors, collusive behavior, solicitation, direct and/or through third parties, of advantages for the Company and/or personal;
- correspond/offer, directly or indirectly, payments and material benefits to public officials to influence or compensate for an act of their office.

The individuals in charge are obliged to communicate, without delay, to their manager any behavior of the public counterpart aimed at obtaining favors, unlawful donations of money or other utilities, even against third parties, and to lend full cooperation and transparency, as well as guaranteeing the correctness, truthfulness and updating of the information provided.

#### **4.3.3 Event planning**

In the case of events organized by the Group (for example, the opening of a new store) in which Public Officials are involved (e.g. Prefect, Carabinieri, State Police, etc.), the parties involved, as representatives of Unieuro, are obliged to respect the dictates of the Model 231, the Code of Ethics and this Policy about the relations with the Public Administration avoiding conflicts of interest between the parties and promoting corruptive practices.

The invitation for events must be promoted by the individuals in charge and authorized by the Head of the Function. The invitation, moreover, must be traced (for example by mail exchange). The guest list must be stored and made available to everyone in case of necessity.

It is also prohibited to request and/or promise goods, money, utility or other personal benefits in exchange for the invitation and/or participation of the Official Public in corporate events.



#### **4.4 Human Resources**

The human resources management process must be carried out according to criteria of impartiality, transparency, autonomy and independence of judgement. In particular:

- The personnel recruitment selection process must be formalized and ensure that there is no conflict of interest between the person making the selection and the candidate in compliance with the principle of segregation between the applicant functions and the person making the selection;
- the staff evaluation process must be based on objective and transparent criteria and the provision of any premiums must be carried out because of the attainment of pre-established objectives.

It is forbidden to hire employees and collaborators upon specific notification by third parties, in exchange for personal favors, compensation or undue benefits.

Staff travel expenses are reimbursed within the limits and in accordance with the company's procedures. Travel expenses are summarized in an expense statement approved by the direct manager and reimbursed after verification of validity, consistency and inherence by the person designated for inspection.

It is prohibited to use expense refunds for different purposes.

#### **4.5 Sponsorships, donations, giveaways and representation expenses**

Sponsorships and donations, in cash or through giveaways of products, made to third parties such as ONLUS, non-profit associations and non-profit organizations, must be provided in accordance with the company's procedures. They must be duly authorized, with univocal identification of the addressable counterparts and the reasons underlying the disbursement.

The contribution, if disbursed in cash, must be carried out by banks/financial intermediaries authorized to guarantee traceability. It is prohibited to offer sponsorships and donations aimed at influencing the autonomy of judgement or obtaining favor treatments or improper advantages.

Giveaways and hospitality are allowed exclusively for promotional and commercial reasons or in the context of courtesy relations; those constitute, on the contrary, a corruptive practice if they are bestowed with the intent of obtaining undue advantages or to exert an improper influence. Giveaways and hospitality can never be admitted, therefore accepted or offered, regardless of their value, if:

- are money;
- violate laws or regulations;

- are given or received to obtain an improper advantage or treatments of favor or motivated by the desire to influence the autonomy of judgement.

It is allowed to grant or receive gifts or hospitality in compliance with the company procedures, with reference to their authorization and to the limits of permissible amount.

The representation expenses incurred by the employee must be summarized in an expense report, approved by the person in charge of the competent function and reimbursed after verification of conformity.

#### ***4.6 Confidentiality, keeping the accounts and management of financial flows***

It is prohibited to use the information acquired during its activities for purposes not connected with the exercise of the same. It is mandatory to:

- not disclose to third party confidential information of a commercial, industrial, financial and corporate nature, unless this is necessary for the conduct of business activities and after subscribing to a specific commitment to non-disclosure;
- store with the utmost care, in a safe place, any confidential information that may be held.

Each recipient, employee or other person who operates in the name of or on behalf of the company, for its competence activities, is obliged to give the utmost cooperation so that the management facts are represented correctly and promptly in the company accounts and to retain all supporting documentation, so that can be easily found and consulted by the persons authorized to control it . All transactions of a financial nature, as well as all incoming and outgoing money movements, must be carried out by individuals with the relative powers, subject to authorization and always justified, traced and registered.

Access without the right to data, information or programs contained in information systems is prohibited. For this reason, it must be guaranteed:

- the suitable systems for logging access (computer-related authentication) to processing systems and electronic archives are adopted;
- that computer systems are protected by a profiling mechanism that guarantees access to transactions in relation to the tasks and functions of each user.

#### ***4.7 Merger and Acquisition***

Prior to each merger, acquisition or transfer operation, a due diligence must be carried out on the counterparty to verify:

- the identity, reputation, professional conduct and integrity of the members and directors of the companies involved;
- the areas with the potential risk of corruption of the company involved in the process;
- the presence of anti-corruption policies;
- the existence of legal proceedings, penalties or judgments resulting in the infringement of anti-corruption rules against companies involved in the M&A process, their Directors and Top Management.

After the merger/acquisition process, the company covered by the operation must fulfil the provisions of this Policy.

## **5 Communication and dissemination**

The Unieuro group undertakes to ensure the communication of this anti-corruption Policy, in a manner suitable to the dissemination to all recipients and the implementation of specific training programs, with the aim of ensuring their effective knowledge.

### ***5.1 The Anti-Corruption Referrer***

The Legal Director is the function delegated to the supervision of the implementation and dissemination of this Policy.

The Anti-Corruption Referrer is responsible to:

- supervise the adoption of the control system to prevent corruption;
- provide advice and guidance to Recipients on the content of the Policy;
- monitor that this Policy complies with the best practices and local regulations on Anti-Corruption issues;
- relate the organization's summit to any significant shortcomings in relation to the adoption, dissemination and adequacy of the management system for the prevention of corruption, to allow the necessary measures to be taken.

The same responsibility is assigned to the head of each company area that ensure compliance by all those who operate within their function.

## **6 Monitoring and internal audit**

A periodic verification activity is foreseen by the Internal Audit Director and/or the Supervisory Body on the observance of the principles and rules of conduct contained in the Policy, i.e. their effectiveness and adequacy for the containment of the risks of corruption.

The results of these verifications must be reported to the Legal Director and organization's summit for reporting any significant violations of the Policy or deficiencies in relation to its adequacy.

## **7 Whistleblowing and alerts**

It is the responsibility of all Recipients to ensure compliance with the Policy and to report attempted, presumed or actual acts of corruption that they have come to know and any other breach of the Anti-Corruption Policy. For this purpose, dedicated communication channels are set up to the Internal Audit function, through the whistleblowing system, as well as by e-mail to the address [odv@unieuro.com](mailto:odv@unieuro.com).

In the management of the alerts is guaranteed the maximum confidentiality of the signers, without prejudice to statutory obligations. In addition, the Unieuro Group ensures that any type of direct retaliation against the complainant (disciplinary sanctions, decommissioning, suspension, dismissal or interruption of cooperative relations) will not be tolerated or discriminated against in no way the author of the report that has done in good faith actions aimed at reporting events or situations as opposed to the Anti-Corruption Policy.

The Internal Audit Director will evaluate the alerts and may summon, if deemed appropriate, both the signer to obtain more information, and the alleged infringer, also giving rise to all investigations and surveys that are necessary to ascertain the validity of the report.

## **8 Disciplinary System**

Compliance with the Anti-Corruption Policy is an integral part of the contractual obligations of employees, collaborators and, more generally, all Recipients. The Unieuro Group will use every reasonable tool to avoid conduct in breach of Anti-corruption laws and/or this Policy and to interrupt and sanction any adverse behavior held by the Recipients.

Any violations will be punished according to the seriousness and within the limits of the regulatory framework in force. Regarding employees, non-compliance may result in disciplinary proceedings and penalties until the employment relationship is interrupted, the suspension or revocation of the charge.

Non-compliance by external parties may result in termination of the contract, assignment or in general the relationship with the Group, as well as-where there are the conditions-compensation for damages.

## **9 Approval and updating of the Anti-Corruption Policy**

The Unieuro Group approves by resolution of the Board of Directors This Anti-Corruption Policy and promotes its adoption by all its subsidiaries which will implement this document independently, adapting it, where necessary, the peculiarities of each business reality in coherence with its managerial and organizational autonomy.

The Policy is subject to periodic revision if national and international anti-corruption regulations, referred to as best practice, are subject to changes or jurisprudential interpretations. The Legal Directorate takes care of the updating and eventual revision of the Anti-Corruption Policy, and assesses any proposals for modification/integration from the Internal Audit Director.