



Whistleblowing Policy

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Premise

On December 29th, 2017 Law No. 179 “Provisions about the protection of the authors of reports of offences or irregularities, which have become known in the context of a public or private employment relationship” (published in the Official Journal, Series General No. 291 of December 14th, 2017) came into force.

The law promotes the collaboration of workers in bringing to the surface corruptive phenomena within public and private bodies, through systems that allow employees to report any offence they are aware of in safety conditions. The law regulates:

- the prohibition of retaliatory or discriminatory acts, direct or indirect, towards the complainant (hereinafter “Addressee” or “Whistleblower”) for reasons connected, directly or indirectly, to the reporting;
- the introduction of penalties against those who violate the protection of the addressee, as well as of those who maliciously carry out unfounded reports;
- the possibility for the whistleblower or the union organization to report to the National Labor Inspectorate the adoption of discriminatory measures against those who implement the reports;
- the nullity of the retaliatory or discriminatory dismissal, as well as the change of duties in compliance with article 2103 of the civil code, and any other retaliatory or discriminatory measure adopted against the whistleblower;
- the employer's burden to demonstrate that in the event of disputes related to disciplinary sanctions, or to claims, transfers, or any other organizational measure having adverse effects, direct or indirect, on employment conditions, imposed after the submission of the alert, are based on reasons unrelated to the reporting,

Law No. 179/2017 also amended art. 6 of Legislative Decree No. 231/2001 by introducing protection measures for the submission and management of the reports within the Organizational Model in compliance with the Legislative Decree No. 231/01.

To comply with the legislation, Unieuro (hereinafter also "the Company") has adopted this Policy to regulate the reports of "Unlawful Behavior". Employees and internal collaborators have at their disposal specific and suitable IT tools implemented for this purpose and built to guarantee the confidentiality of whistleblower's identity.

1. Purpose and scope

The purpose of this document (hereinafter "Policy") is to:

- establish the procedures for reporting an unlawful act or omission that constitutes, or may constitute a violation of – or an inducement to violate – laws and regulations, the values and principles established in the Group Code of Ethics, the Model of Organization, Management and Control in compliance with Legislative Decree No. 231/01 adopted by the Company or the policies and/or rules regulating the company processes;
- ensure a working environment in which Employees and internal collaborators can easily report "Illegitimate Behaviors" placed in the Company.

This Policy applies to Unieuro.

2. Recipients

Recipients of this Policy are:

- The Business Leaders and Unieuro social organs;
- All employees and internal collaborators of Unieuro.

3. References

- Model of Organization, Management and Control in compliance with Legislative Decree No. 231/01 (hereinafter "231 Model");
- Group's Code of Ethics (hereinafter "Code of Ethics");
- Legislative Decree June 8th, 2001, No. 231;
- Law November 30rd, 2017, No. 179;
- Policy e company procedures;
- Privacy Organizational Model (UE Regulation 679/2016);
- Policy Anti-corruption.

4. Definitions

4.1 Unlawful Conduct

"Unlawful conduct" refers to any action or omission that violates the Code of Ethics, the 231 Model or the policies/procedures adopted by Company, and has occurred while performing working activities or has an impact on it.

4.2 Reporting

For the purposes of this Policy, "Report" means any information concerning possible "Unlawful Conduct" transmitted by a whistleblower to the functions delegated for its reception.

Reporting must be made in good faith and must be detailed with precise information to ease the verification process.

It should include, when such elements are known by the whistleblower:

- the function/store to which the report refers to;
- names and roles of persons involved (internal and/or external) or elements that can allow their identification;
- names of any other persons who may report on the facts subject to reporting;
- date/time frame and place where the event took place;
- the scope/object of the infringement (Code of Ethics, 231 Model, policy, etc.);
- a detailed description of the facts and ways in which they are known;
- if the facts have already been reported to other subjects (supervisory authorities, internal or external subjects, etc.);
- reference to any documents that can confirm the validity of the facts;
- the indication about the management of the whistleblower personal data.

4.3 Anonymous reporting

"Anonymous reporting" refers to any report in which the personal information of the complainant is not explicable or traceable.

The report, even if anonymous, must be documented and described in detail to provide the useful and appropriate elements to verify the reported facts.

4.4 Reporting in “bad faith”

"Bad faith" means the unsubstantiated reporting made in to damage or prejudice employees, internal collaborators, members of social organs or third parties (e.g. customers, suppliers, partners, consultants, etc.) with a commercial relationship with Unieuro.

If it proves that the employee has made a report in bad faith, the Company may activate the disciplinary system provided by its 231 Model and in line with Law No. 179/2017.

5. Responsibility

The Internal Audit Director (hereinafter also “IA Director”) of the Company is responsible for the validity of the reports and for the decisions concerning their management.

The IA Director can share the object of the report and be operatively supported by Legal or HR Department, Prevention and Protection Service Manager and/or DPO, maintaining and guaranteeing the anonymity of the whistleblower.

The IA Director:

- performs all the investigative activities (preliminary verification of the existence of the assumptions, re-addressing non-pertinent reports);
- evaluates the verifications to be performed, the functions to be involved in the analyses, the requests for additional information or possible archive;
- guarantees the confidentiality of the information received, including the identity of the complainant;
- prepares periodic reporting concerning the reports received.

If the object of the report involves the IA director, the complainant can transmit the report directly and exclusively (through the instruments made available by Company) to the Legal Director. In this case, the latter will proceed independently in conducting the investigations deemed necessary.

6. Whistleblowing Portal

Unieuro provides an on-line platform dedicated to the reports that can be freely accessed by employees and internal collaborators.

The Whistleblowing Portal is accessible through the corporate intranet.

The access to the Whistleblowing Portal is subject to the "no-log" policy to prevent the identification of the complainant wishing to remain anonymous: this means that the company IT systems are not able to identify the portal access point (IP address) even if the access was made by a computer connected to the corporate network.

For each report entered, the Portal assigns a unique identification code that allows each complainant to verify the progress of the report, in a completely anonymous way. Likewise, if a report is not adequately substantiated, the IA director or the Legal Director¹, using the Portal and its tools, has the right to ask the complainant, always and only through the unique code, for further details to perform an in-depth analysis of the reported case.

7. Mode of transmission and investigation of the reports

7.1 Mode of transmission

The Recipients send the notifications, according to the methods described below, as soon as they become aware of the events that generated them.

The report can be sent using the on-line Platform made available by Unieuro and that provides a guided path for the Complainant (for employees and collaborators who have access to it).

7.2 Preliminary verification of the report

All the reports received are communicated to the IA Director who performs a preliminary analysis to verify that the reporting falls within the scope of this policy and that enough data and information are provided to enable it to a first assessment.

In this phase, the object of the report may be shared and the support of other functions (Legal, HR, RSPP, DPO) might be requested to evaluate the presence of suitable assumptions to proceed to the investigation phase, always maintaining and guaranteeing the anonymity of complainant.

The complainant can be contacted, in accordance with the above procedures, by the IA Director or by Legal Director² to request further information that may result necessary.

¹ The alert is forwarded to the Legal office if the subject of the report involves the Internal Audit Director

² The alert is forwarded to the Legal office if the subject of the report involves the Internal Audit Director.

7.3 Investigation

The IA Director:

- may reject the alert because it is not deemed relevant;
- may request additional information before deciding whether to take charge of the alert;
- can initiate specific analyses, using the relevant structures, and involving the company Functions affected by the reporting;
- ensures that the investigation is accurate, that its duration is reasonable, and that it respects the anonymity and/or confidentiality of the signatory and the persons involved, including the individual which may be reported;
- provides, within the tool, the drafting of a summary of the subject of the report, that will be used in the reports to the Supervisory Board;

If the IA Director considers the alert valid, it will inform:

- The Supervisory Body, if is an alert concerning the breach of the Model of Organization, Management and Control Ex Legislative Decree No. 231/01, the Code of Ethics or the Anti-Corruption Policy;
- Top Management, if the report concerns the infringement of procedures or company guidelines for activities beyond the scope of the Legislative Decree No. 231/01.

7.4 Outcome of the investigation

At the end of the investigation, the IA Director communicates the results of the investigations carried out at the Supervisory Body and the complainant. Periodically, the IA Director prepares a summary report of the investigations performed and the evidence emerged and shares it with the Supervisory Body; if the validity of the findings is assured, the results are shared with the relevant company Function to define possible remediation plans and actions to be implemented to protect the Company.

That report must, therefore:

- summarize the process of the investigation and the evidence collected;
- expose the final conclusions;
- provide recommendations and suggest actions to be implemented to compensate for the violations encountered and to ensure that these will not occur in the future.

Otherwise, if, at the end of the analyses, the Supervisory Body detects the absence of sufficiently detailed evidence or, however, that the reported facts are unfounded, the alert will be archived, together with the related reasons, by the IA Director.

The Company may take the most appropriate disciplinary and/or legal measures to protect its rights, goods and its image, against the employee who has committed or has been involved in an "Illegitimate Behaviour"; any disciplinary measures will be undertaken in accordance with the HR Directorate and in accordance with the CCNL of reference.

The Employee who has committed or has been involved in an "Illegitimate Conduct" will not be immune from any disciplinary action merely because he has reported his or her "Illegitimate Behaviour" in accordance with this Policy. However, this aspect might be considered in the assessment of the disciplinary measure to be taken.

7.5 Follow up

The IA Director, upon indication of the Supervisory Body, may provide for the execution of follow-up interventions to verify the actual resolution of the criticalities or the state of progress of the relevant action plan, requesting information to identified Managers.

8. Protection measures envisaged

8.1 Protection of complainant

The complainant will not undergo retaliatory or discriminatory conduct for reporting and has the right to request the transfer to another office. The Company guarantees, where reasonably possible, the fulfilment of such requests.

Unieuro guarantees the anonymity of the complainant, except in cases where the signer expresses his consent to disclosure.

The unauthorized disclosure of the identity of the signer, or of information based on which it may be inferred, is deemed to be a breach of this Policy.

In addition, it is necessary that:

- the complainant in good faith is always protected against any form of retaliation, discrimination or penalization, and in any case the confidentiality of the identity of the complainant is ensured, without prejudice to statutory obligations;

- are not supplied to the reported information on the identity of the complainant, without prejudice to statutory obligations;
- the management of the alerts is kept separate from the management of other personal data. The information collected and dealt with in the management of the alerts must be transmitted, as far as necessary, exclusively to the persons in charge of the processing and competent to initiate the verification procedure or to adopt the measures necessary according to the results. In any case, the recipients of the information must ensure that the latter are always handled confidentially and that the necessary security measures are applied.

8.2 Rights of the reported

During the verification and assessment of possible non-conformity, the individuals subject to the reports may be involved or notified of this activity but, under no circumstances, a proceeding will be initiated solely on the grounds of reporting, in the absence of concrete evidence on its content. This may be possible based on other evidences found and verified from the same reporting.

9. Periodic report

The IA Director prepares at least every six months (on the periodic meetings of the Supervisory Body) a summary report of the reports received, the eventual outcome of the analyses performed and those that may be in progress and transmits it to the Company's Supervisory Body.

If deemed appropriate in relation to the object and or severity of the report received, the Supervisory Body may request that the IA Director immediately report to the Company Management. In this case, the Company Management may provide recommendations, including whether to impose disciplinary measures.

10. Data protection and document archiving

The documentation related to the alerts must be stored securely and in compliance with the rules in force within the Company on the classification and processing of information. This

documentation must be filed with the IA Director and must only be accessible to authorized personnel.

This documentation includes at least the name, the identification code and the structure/office of the complainant (where available), the details of the reported, the declarations, the activities carried out, the outcome of the investigation and the actions undertaken.

To guarantee the management and traceability of the reports and related activities, the IA Director takes care of the preparation and updating of all the information concerning the alerts and assures, using the Platform and its computer equipment, archiving all related supporting documentation for a period of 5 years from receipt of the alert.

11. Approval and update Policy

Unieuro approves with deliberation of the Board of Directors this Policy. This latter is subject to revision if the regulations, referred to as best practices, are subject to changes or jurisprudential interpretations. The Legal Director takes care of the update and eventual revision of the Policy and undertakes to ensure that it is correctly disseminated and applied.