



**Internal regulation for related party
transactions**



Internal regulation for related party transactions

Approved by the Board of Directors on April 12, 2017

Contents:

- Introduction
- Definitions
- Internal regulation for related party transactions.

PREAMBLE

In application of and pursuant to:

- Article 2391-*bis* of the Italian Civil Code, pursuant to which the company's administration boards who make use of the risk capital market shall adopt rules ensuring the transparency and essential and procedural accuracy of Related Party Transactions;
- the Consob regulation adopted with resolution no. 17221/2010 as subsequently amended and updated, laying down provisions regarding Related Party Transactions ("**RPT Regulation**");
- the prescriptions under Article 1 of the Code of Conduct for listed companies approved on 23 November 2015 by the Corporate Governance Committee, promoted by the Borsa Italiana S.p.A. [the Italian Stock Exchange] ("**Code of Conduct**") which recommends the adoption of an internal procedure for Related Party Transactions;
- Consob Communication no. DEM/10078683 of 24 September 2010 containing indications and guidelines for the application of the RPT Regulation.

This procedure ("**Procedure**") states the principles to which the company shall adhere in order to ensure the essential and procedural transparency and accuracy of the related party transactions that take place either directly or through the subsidiary companies.

The procedure was adopted by the company's Board of Directors following the opinion of the Independent Directors in accordance with Article 4, paragraph 3 of the RPT Regulation and prior to valuations made by the company's board of statutory auditors of this procedure's compliance with the principles indicated in the RPT Regulation.

It is hereby noted that this regulation allows the Company to avail itself of the exemption granted by Article 10 of the RPT Regulation insofar as recently listed companies, therefore, the approval of Related Party Transactions of Greater Importance shall take place according to the procedure for the approval of Related Party Transactions of Lesser Importance. This simplified regime shall apply from the date on which negotiations start until the date the financial statements relating to the financial years ending on 28 February 2020 are approved.

For issues not expressly addressed in the procedure, please refer to the legislation and the regulations in force and, where not otherwise specified, the definitions of the RPT Regulation and Code of Conduct shall apply.

DEFINITIONS

Independent Director

Every director who meets the independence requirements set out by Article 148 paragraph 3 TUF and the Code of Conduct to which the company declares it adheres.

Unrelated Independent Director

Any director other than the counterpart of a particular transaction and its related parties

Related Party Committee (or RPT Committee)

The internal board composed exclusively of Independent Directors and at least 2 (two) Independent Directors or the already existing committee to which the Board of Directors attributed the relevant functions and which is called to express a reasoned non-binding opinion on the company's interest in concluding the transaction as well as on the convenience and substantial fairness of the relevant conditions.

Market-equivalent (or standard) terms

Terms similar to those usually charged to unrelated parties for transactions of a corresponding nature, extent and risk, or based on regulated rates or at fixed prices or those charged to persons with which the issuer is obligated by law to contract at a certain price.

Subsidiary or Subsidiaries

Any company controlled by the Company pursuant to Article 2359 of the Italian Civil Code.

Framework resolutions

Resolutions referring to a series of similar transactions with specific categories of Related Party which are governed by Article 12 of the RPT Regulation.

Key management personnel

Key management personnel are those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling activities of the company, including directors (whether executive or otherwise) of the company., as specified by the Board of Directors pursuant to Annex 1 of the RPT Regulation.

Competent department

The department in charge of the individual Related Party Transaction as provided by the system of proxies and the internal organisational system adopted by the company and its subsidiaries, regardless of whether this body also initiates the transaction.

Significant interest

Pursuant to Article 14 paragraph 2 and Article 2.3 of the RPT Regulation for this procedure, with reference to the transactions with or between subsidiaries, or jointly, as well as transactions with associated companies, significant interests are the interests of another associated company in aforementioned subsidiaries or associated companies which are generated through relations of an investment or asset-based nature where these relations have the effect of exclusively or mainly channelling the managerial choices of the company and/or its subsidiary or associated company to fulfil the interests of the Related Party

As clarified by Consob, in communication no. DEM/100778683, the following circumstances involve a significant interest: (a) one or more of the company's directors or key management personnel benefit from incentive plans based on financial instruments that depend on the results of the subsidiary or associated companies with which the transaction is executed ⁽¹⁾; (b) the subsidiary or associated companies with which the transaction is executed are invested (even indirectly through individuals other than the company) by the individual controlling the company or exercising significant influence on the company and this interest exceeds the effective weight (calculated according to the indications provided by Consob) of the investment held by that individual in the company.

The mere sharing of one or more directors or other managers with strategic responsibilities with the company and its subsidiaries or associated companies or the simple ownership of an investment in a subsidiary or associated company by other subsidiaries or associated companies is not considered to be a Significant Interest,

Transaction [with Related Party]

A related party transaction is any transfer of resources, services or obligations between related parties, regardless whether for valuable consideration. In any case, the following are included: (i) merger transactions, spin-off by incorporation or strictly non-proportional spin-off, if carried out with related parties; (ii) any decision on the allocation of wages and economic benefits, in whatever form, for members of the administrative and control bodies and management personnel with strategic responsibilities.

Excluded Transactions

Related Party Transactions excluded pursuant to Article 13 of the RPT Regulation as specified by Article 2 of this procedure.

Transactions involving smaller amounts

Related Party Transactions that, when considered individually, have a value no greater than €150,000 (one hundred and fifty thousand) if the Related Party is an individual or no greater than €300,000 (three hundred thousand) if the Related Party is an entity other than

⁽¹⁾ In this case, the definitive assessment of significance shall take into consideration the weight of the remuneration connected with the performance of the subsidiary or associated company (including the incentive plans in question) compared to the overall remuneration of the Director or key management personnel.

an individual.

Transactions of Greater Importance

Any transaction in which one of the indicators of significance specified in Annex 3 of the RPT Regulation is greater than 5% (five per cent).

Transactions of Lesser Importance

Transactions other than the Transactions of Greater Importance and Transactions involving Smaller Amounts

Regular Transactions

Any transaction falling within the scope of the company's regular business and the related financial activities ⁽²⁾.

Competent Body

With regard to Transactions of Greater Importance, the Competent Body is in any case the Board of Directors;

with regard to Transactions of Lesser Importance, the Competent Body is:

(a) a company director granted proxies appropriate for including the transaction. This person will not be a Related Party in the transaction;

(b) the Board of Directors if (1) all company directors granted proxies appropriate for concluding a transaction are Related Parties in the transactions and/or if (2) the RPT Committee expressed a negative opinion on the transaction.

Related Party or Parties

Every individual as indicated by Article 1.1 of this Procedure.

Equivalent Internal Controls

The internal control indicated by Article 8 of this Procedure.

Related Parties Office (or RPT Office)

The corporate function comprised of the chief financial officer (CFO) and the head of the legal department responsible for identification of the Related Parties, the assessment of the Related Party Transactions, as set out in this procedure, and the management of information flows to and from the Competent Departments, the Competent Body and corporate bodies.

Issuers Regulation

Regulation implementing Legislative Decree no. 58 of 24 February 1998 regarding the

⁽²⁾ When assessing if a transaction is regular pursuant to Consob resolution DEM/10078683 of 24/09/2010, the company's main income generating activities and all other activities that cannot be classified as "investment" (i.e. (i) transactions involving the acquisition or sale of fixed assets except tangible, intangible and long term financial assets held for sale and (ii) financial investments that are not cash equivalents) or "financial" which are actions that modify (i) the scale and composition of paid in share capital and (ii) the company's loans. With regard to related financial activities, Consob clarifies that financing activities in support of the company's operation may be considered Regular Transactions.

issuers regulations adopted by Consob with resolution no. 11971 of 14 May 1999.

RPT Regulation

Regulation adopted by Consob with resolution no. 17221/2010 as subsequently amended.

Unrelated Shareholders

Individuals entitled to vote other than the counterparty of a certain transaction and individuals related either to the counterparty of a certain transaction or the company.

Company (or Unieuro)

Unieuro S.p.A., a company governed Italian law, registered with the business register of Forli-Cesena, no. REA 177115, tax no. and VAT no. 00876320409 with headquarters in Forli, via Schiapparelli, no. 31.

Articles of Association

The company's articles of association

TUF

Legislative Decree no. 58 of 24 February 1998 (*TUF - Testo unico delle disposizioni in materia di intermediazione finanziaria - Consolidated Finance Act*).

RELATED PARTY TRANSACTIONS

1. Identification of Related Parties

1.1 For the purpose of this regulation pursuant to Annex 1 of the RPT Regulation, an individual is a Related Party if he/she is:

- a) directly or indirectly related, through subsidiaries, trustees or an intermediary:
 - i. controls(3)controls the company, is controlled by, or is under common control;
 - ii. holds a stake in the company to exert significant (4) influence over the entity;
 - iii. exercises control of the company together with other individuals⁽⁵⁾;

⁽³⁾ Pursuant to Annex 1 of the RPT Regulation, “Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.”. It is assumed that control exists when a person owns, directly or indirectly through subsidiaries, more than half of the voting rights of an entity unless, in exceptional cases, it can be clearly demonstrated that such ownership does not constitute control.

⁽⁴⁾ Pursuant to Annex 1 of the RPT Regulation, “Significant influence is the power to participate in determining the financial and managerial policies of an entity without controlling it”. Significant influence may be obtained through the ownership of shares, through statutory clauses or agreements and if it is assumed when an individual owns, directly or indirectly, 20% or a greater share of the votes that can be exercised in the investee company's shareholders’ meeting unless the contrary cannot be clearly demonstrated.

⁽⁵⁾ Pursuant to Annex 1 of the RPT Regulation, “Joint control is the contractually agreed sharing of control over any economic activity”.

- b) is a company associated with the company⁽⁶⁾;
- c) is a joint venture⁷ in which the company is a participant;
- d) one of the managers with strategic responsibilities of the company or its parent company;
- e) a close relative⁽⁸⁾ of the individuals indicated in points (a) and (d) above;
- f) an entity in which a person referred to in paragraphs (d) or (e) exercises control, joint control or significant influence or owns, directly or indirectly, a significant portion, but not less than 20 % of voting rights;;
- g) is a supplementary pension fund, collective or individual, Italian or foreign, established for the employees of the company, or any other entity associated with it.

2. Excluded Transactions

2.1 This procedure does not apply to Transactions involving smaller amounts.

2.2 Without prejudice to Article 5 paragraph 8 of the RPT Regulation, this procedure does not apply to:

- (i) compensation plans based on financial instruments approved by the Shareholders ' Meeting pursuant to Article 114-*bis* of the Consolidated Law and its enactment regulations
- (ii) resolutions other than those indicated in Article 13, subsection 1 of the RPT Regulation in relation to remuneration of directors and board members holding special offices, together with remuneration for other managers with strategic responsibilities and resolutions by which the supervisory board determines remuneration for management board members, provided that 1) the company has adopted a remuneration policy; 2) a committee consisting solely of directors or a majority of independent non-executive directors has been involved in the definition of the remuneration policy; 3) a report illustrating the remuneration policy is submitted for approval or the advisory vote of the shareholders' meeting; 4) the remuneration awarded is consistent with the remuneration policy;

⁽⁶⁾ Pursuant to Annex 1 of the RPT Regulation, "An associated company is an entity, even without legal personality, as in the case of a partnership, in which a shareholder exercises significant influence but not control or joint control."

⁽⁷⁾ Pursuant to Annex 1 of the RPT Regulation, "A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity subject to joint control."

⁽⁸⁾ Pursuant to Annex 1 of the RPT Regulation, "*Close relatives of an individual are those family members who may be expected to influence or be influenced by, that individual in their dealings with the company. They may include: (i) a spouse who is not legally separated and an unmarried partner and (ii) children and persons of whom the individual, non-legally separated spouse or partner is legal guardian.*

(iii) Regular Transactions concluded under market-equivalent conditions notwithstanding the provisions of Article 13 paragraph 3 c) of the RPT Regulation;

(iv) transactions concluded by the company with subsidiaries or between the latter notwithstanding the paragraph below;

(v) transactions concluded by the company with associated companies with the company itself notwithstanding the paragraph below.

2.3 The events under paragraph 2.2 (iv) and (v) above are excluded from the application of the procedure except if the counterparty of the transaction is an associated or subsidiary company in which other Related Parties have a significant interest.

2.4 Notwithstanding the provisions of Article 11 below, the procedures described under Articles 4 and 5 of this procedure shall not apply to transactions of an urgent nature that do not fall within the competence of the shareholders' meeting or which do not require its authorisation, provided the provisions under Article 13 paragraph 6 of the RPT Regulation are observed.

3. Applicability of the Procedure

3.1 The Competent Department, having received information regarding the individual transaction, also by making use of the RPT Office:

(i) verifies if the counterparty is a Related Party;

(ii) if the counterparty is a Related Party, the Competent Department shall inform the RPT Office of all the information it possesses regarding the transaction, including the name of the counterparty, the type of affiliation, the description of the transaction, the economic conditions and the deadlines proposed.

3.2 The RPT Office may at any time ask the Competent Department to supplement and/or clarify the information and documentation regarding the transaction and confirm:

(i) that the transaction is a Related Party Transaction;

(ii) if this is an Excluded Transaction pursuant to Article 2 above;

(iii) if the transaction is carried out in execution of a framework resolution;

(iv) if the transaction qualifies as a Transaction of Greater Importance or a Less Significant Transaction;

(v) if the conditions have been defined as market-equivalent or standard.

3.3 The RPT Office shall inform the Competent Department, the Chairman of the board of directors and the RPT Committee immediately of the outcome of the assessment under point 3.2 above.

3.4 The assessment under point 3.2 above is documented and reasoned based on objective reports.

3.5 If the assessment of the transaction is disputed, this assessment shall be put to the RPT Committee which may request the RPT Office and the Competent Department to integrate/clarify the information and documents used.

3.6 When the transaction is qualified as a Transaction of Greater Importance or a Less Significant Transaction, is not an Excluded Transaction or implemented by a framework resolution, the RPT Office starts the procedure outlined by the subsequent Articles 4 and 5 and shall inform the Competent Department, the Chairman of the board of directors and the RPT Committee of this in good time.

3.7 The RPT Office, based on information and documentation support received from the Competent Department, shall provide information on a quarterly basis to the RPT Committee by providing evidence of the Excluded Transactions (and justifying the exclusion) of the transactions carried out in execution of a framework resolution.

3.8 When the procedure outlined under Article 4 below is applied, the Competent Department shall request the RPT Office to inform the RPT Committee so it can hold a meeting.

4. Approval of Transactions of Lesser Importance

4.1 The Competent Body is entitled to approve Transactions of Lesser Importance after receiving the reasoned non-binding opinion of the RPT Committee on the interest of the company in concluding the transaction, the convenience thereof and on the substantial fairness of the economic terms and conditions. If the company is subject to management and coordination, the reasoned opinion of the RPT Committee on the convenience of the transaction must also take into account, if necessary, the overall result of the management and coordination activity or direct transactions to fully eliminate damage deriving from the individual transaction with Related Parties.

4.2 The Competent Department shall provide, including through the RPT Office, the RPT Committee with information and documents regarding the transaction in advance, indicating the name of the counterparty, the type of affiliation, the description of the transaction, the economic terms and conditions, the deadlines proposed and the interest of the company (or the subsidiary company) in the investment upon the completion of the transaction and on the convenience and substantial fairness of the relevant conditions or of the risks associated with the transaction for the company (or the subsidiary).

4.3 The RPT Committee may request the assistance, at the expense of company, of one or more independent experts of its choice. These independent experts shall be selected with regard to their professional competence and lack of conflicts of interest (including pursuant to the criteria indicated by Annex 4 of the RPT Regulation). Except when express consent is provided by the Board of Directors, any action by independent experts selected by the RPT Committee must not lead to an expense for the company greater than 2% (two per cent) of an individual transaction, which shall in any case not exceed €150,000.

4.4 The opinion of the RPT Office, together with the opinion of any independent experts, shall be transmitted to the Competent Department and to the RPT Committee and the Chairman of the board of directors for information.

4.5 The Competent Department shall forward the following to the Competent Body within the time necessary for approval: (i) the reasoned opinion of the RPT Committee; (ii) other opinions that may be issued regarding the transaction; (iii) complete information on the Transaction of Lesser Importance including the name of the counterparty, the type of affiliation, the description of the transaction, the economic terms conditions, the deadlines proposed and the interest of the company (or the subsidiary company) in the investment upon the completion of the transaction and on the convenience and substantial fairness of the relevant conditions or the risks associated with the transaction for the company (or subsidiary company).

4.6 The Competent Body shall approve the Transactions of Lesser Importance in writing and shall state the reason for the approval of the transaction, the convenience and the substantial fairness of the relevant terms and conditions or on the existence of risks associated with the transaction for the company (or subsidiary company).

4.7 At least every quarter, the Board of Directors must receive full information on the procedures for executing the Transactions of Lesser Importance from the Chief Executive Officers based on the information received from the Competent Department, including information regarding the counterparties, the consideration and the other economic conditions of the transaction.

5. Approval of Transactions of Greater Importance

5.1 Except as established for the transactions under the competence of the shareholders' meeting under Article 6 below and notwithstanding Article 11 below regarding disclosure to the public, the procedure outlined under Article 4 above pursuant to and for the effects of Article 10 of the RPT Regulation shall apply to Transactions of Greater Importance.

6. Transactions attributed to the shareholders' meeting

6.1 If the shareholders' meeting is competent insofar as the transaction to be carried out or its authorisation falls under its competence, the same procedures indicated in the Articles 4 and 5 above shall apply.

6.2 If the shareholders' meeting is competent regarding a Transaction of Greater Significance, the Competent Body may approve the resolution proposal to be submitted for approval at the shareholders' meeting even if the RPT Committee issues a negative opinion. Notwithstanding Articles 2368, 2369 and 2373 of the Italian Civil Code and any relative provisions of the articles of association, the transaction shall not be concluded if the majority of the voting Unrelated Shareholders vote against the transaction provided that the Unrelated Shareholders present at the shareholders' meeting represent a percentage of 10% (ten per cent) of the share capital with voting rights.

7. Related Party Committee

7.1 The Board of Directors shall establish a Related Party Committee.

7.2 The RPT Committee, which meets whenever the existence of a Related Party Transaction is confirmed upon indication from the RPT Office pursuant to Article 3.8, shall confirm if and the extent to which its members are Unrelated Independent Directors. Each member of the RPT Committee must promptly inform the RPT Committee of the existence of a circumstance which results in the requirements for eligibility as an Unrelated Independent Director not being met and shall not participate in the work of the Committee. In this case, the Board of Directors may, if deemed appropriate, add an unrelated and non-executive member to the RPT Committee on an ad hoc basis for the specific transaction to be approved.

7.3 If at least 2 (two) unrelated Independent Directors are not present, the Committee shall immediately inform the RPT Office (which shall in turn inform the Competent Department and the Board of Directors) and the Equivalent Offices under Article 8 below, notwithstanding the option of adding an unrelated and non-executive member to the RPT Committee on an ad hoc basis for the specific transaction to be approved.

8. Equivalent Offices

8.1 If at least 2 (two) members of the RPT Committee who qualify as Unrelated Independent Directors are not available or if none of the members of the RPT Committee qualify as an Unrelated Independent Director, the opinion shall be given by the Board of Statutory Auditors.

8.2 In this case, the members of the Board of Statutory Auditors, where they have an interest in the transaction, for their own account or the account of third parties, shall give notice of this to other auditors, specifying the nature, terms, origin and extent of this interest. If, with regard to a certain transaction, the association exists with a member of the Board of Statutory Auditors, or with one of its Related Parties, the interested Auditor shall obtain from participating in the work and activities relating to the transaction in question.

8.3 If the controls under paragraphs 1) and 2) above cannot be applied, the activities under 1) shall be carried out by an independent expert, specified by the Board of Directors from amongst recognised professionals persons who are skilled in the matters of interest and whose independence and lack of conflicts of interest have been assessed.

9. Framework resolutions

9.1 The adoption of the framework resolutions covering a series of uniform transactions with specific categories of Related Parties, to be concluded the company or by its subsidiaries, as indicated by the Board of Directors, shall be permitted.

9.2 The framework resolutions:

- i. shall not be effective for more than 1 (one) year
- ii. refer to sufficiently determined transactions, reporting at least the foreseeable maximum amount of transactions to be performed during the reporting period and the reasons for the foreseeable terms;

9.3 Framework resolutions shall be adopted in accordance with Articles 5 and 6 above depending on the foreseeable maximum amount of the transactions subject of the framework resolution considered cumulatively.

9.4 The framework resolutions are adopted upon the initiative of the Chairman of the Board of Directors and the Chief Executive Officer, if deemed appropriate, through a proposal containing the following information: (i) the type of transactions for which the adoption of the framework resolutions is proposed; (ii) the categories and types of Related Party; (iii) the duration of the efficacy of the framework resolution; (iv) the maximum foreseeable amount of the transactions subject to the framework resolution; (v) the reasoning and conditions .

9.5 Delegated bodies shall ensure they provide the Board of Directors with full information on the state of implementation of the framework resolutions at least on a quarterly basis .

9.6 Should a framework resolution be approved, the company shall publish an information document pursuant to Article 5 of the RPT Regulation if the foreseeable maximum amount of the transactions to be completed in the RPT Regulation specified in the framework resolution exceeds one of the significance thresholds pursuant to Article 4 paragraph 1 letter a) of the RPT Regulation for Transactions of Greater Importance.

9.7 The provisions pursuant to Articles 5 and 6 above do not apply to individual Related Party Transactions concluded in the implementation of a framework resolution.

10. Transactions through subsidiaries

10.1 The procedures indicated in Articles 5 and 6 above shall also apply if a Related Party Transaction is concluded by a subsidiary and the company's Board of Directors or the Chairman of the Board of Directors (or another individual to whom powers to conclude specific transactions have been assigned) examines or approves the transaction to be carried out beforehand, according to the ordinary practice adopted by the company with regard to

relationships with subsidiaries, except where the transaction falls within the scope of Excluded Transactions.

11. Information

11.1 Pursuant to and for the effects of Article 5 of the RPT Regulation, in the event of a Transaction of Greater Importance, including by Italian or foreign subsidiaries, the company shall prepare an information document in accordance with Annex 4 of the RPT Regulation pursuant to Article 114 paragraph 5 TUF with the support of the RPT Office and the Competent Department

11.2 The information document under paragraph 10.1 above shall be drawn up even if, in the course of the financial year, transactions are concluded with the same Related Party, or with individuals related either to the Related Party or the company itself, or which are similar or completed in execution of an overall plan which, although they do not individually qualify as Transactions of Greater Importance, exceed the relevance thresholds when considered collectively pursuant to Article 4 paragraph 1 letter a) of the RPT Regulation. For the purposes of this paragraph, transactions completed by Italian or foreign subsidiaries are included, whilst Excluded Transactions are excluded.

11.3 The information document prepared pursuant to this Article shall be made available to the public at the company's headquarters and according to the procedures set out by the provisions of the law and the regulations in force within 7 (seven) days of the transaction being approved by the RPT Regulation or, if the Competent Body decides to present a contractual proposal, from the moment in which the contract, even if preliminary, is concluded based on the applicable regulations. If the shareholders' meeting has competence or authorisation, the same information document shall be provided within 7 (seven) days from the approval of the proposal by the shareholders' meeting.

11.4 In the event of a Transactions of Lesser Importance approved with the negative opinion of the RPT Committee, notwithstanding Article 114 paragraph 1 TUF, a document indicating the counterparty, the subject matter and the consideration as well as the reasons for which it was deemed appropriate not to share the opinion of the RPT Committee shall be provided to the public within 15 (fifteen) days from the close of each quarter of the financial year at the company's headquarters and according to the procedures indicated in Section II Paragraph I of the Issuers' Regulation. Within the same deadline, the opinion shall be provided to the public as an attachment to the information document or on the company's website.

11.5 In the event of approval of a framework resolution the company, shall prepare and publish an information document if the foreseeable maximum amount of the transactions subject to the same resolution exceeds the relevance threshold specified pursuant to Article 4 paragraph 1 letter a) of the RPT Regulation. In this endeavour, it shall have the support of the RPT Office and the offices involved, This information document must be provided to the public within 7 (seven) days of the approval of the framework resolution.

11.6 If a Related Party Transaction is also subject to the disclosure obligations in relation to Insider Information, the following information shall be included in the communication to be distributed to the public alongside other information to be published pursuant to the aforementioned standard:

- a) the indication that the counterparty of the transaction is a Related Party and the description of the nature of the relationship;
- b) the name or company name of the counterparty;
- c) whether the transaction exceeds the significance thresholds identified pursuant to Article 4 paragraph 1 letter a) of the RPT Regulation or not and information regarding any subsequent publication of an information document pursuant to Article 10;
- d) the procedure that was or that will be pursued for the approval of the transaction and, in particular, if the company took the exclusion afforded by Articles 13 and 14 of the RPT Regulation;
- e) any approval of the transaction in spite of the negative opinion of the independent directors or advisors.

11.7 Pursuant to Article 154-ter TUF the company shall provide the following information in its interim and annual reports on operations:

- a) individual Transactions of Greater Importance concluded in the reference period;
- b) other individual Related Party Transactions, as defined pursuant to Article 2427 paragraph 2 of the Italian Civil Code, concluded in the reference period, that significantly influenced the company's equity or results.
- c) any amendment or development of the Related Party Transactions described in the last annual report that had a significant effect on the company's equity or results in the reference period.

11.8 In order to guarantee coordination with the administrative and accounting procedures pursuant to Article 154-ter TUF, periodic information essential to Transactions of Greater Importance, Transactions of Lesser Importance and transactions (including by subsidiaries) shall be promptly transmitted by the RPT Office and the delegated bodies to the manager responsible for preparing corporate accounting documents,

11.9 In order to ensure the fulfilment of the information obligations established by this article, the Competent Department of the company or its subsidiary shall promptly transmit all information and documentation regarding the transactions concluded to the RPT Office and the other offices involved; this information shall include the Excluded Transactions and all transactions carried out in implementation of the framework resolution.

12. Register of Related Parties

12.1 The RPT Office, shall set up and maintain a dedicated register of all Related Parties, identified pursuant to Article 1 above and a log of all Related Party Transactions, including Excluded Transactions, which were carried out by the company or its subsidiaries (“the **Register**”).

12.2 All of the interested offices of the company and its subsidiary shall have access to the register. In addition, the list of Related Parties shall be properly distributed within the company and its subsidiaries.

12.3 The RPT Office shall inform the Related Parties, in writing, when they have been recorded on the register, requesting every interested party to provide the initial information regarding close relatives, entities in which they themselves or their close relatives exercise control, even jointly, or over which they have significant influence or of which they hold a significant share (of no less than 20%) of the voting rights. The processing of the information collected shall be limited to fulfilling the requirement of this procedure and the regulations in force from time to time.

12.4 The Related Parties shall promptly inform the RPT Office of any significant changes regarding the individuals associated with them. In any case, the RPT Office shall update the register at least on a quarterly basis.

12.5 The parent companies and other entities indicated in Article 114 paragraph 5 TUF that are related parties of the company, shall provide the information required for identification of the Related Parties and the transactions with them.

13. Final provisions

13.1 This procedure and its related amendments are published on the company’s website by the RPT Office notwithstanding its publication obligations, including through reference to the site itself in the annual report on operations pursuant to Article 2391-*bis* of the Italian Civil Code.

13.2 The board of statutory auditors shall supervise compliance with the procedure and its observance and shall reference it at the shareholders’ meeting pursuant to Article 2429 paragraph 2 of the Italian Civil Code or Article 153 TUF.

13.3 The Board of Directors shall periodically assess, at least on a quarterly basis, the need to make amendments and additions to this procedure, also taking into consideration any legislative and regulatory changes and the future application procedure in addition to any amendments made to the company’s ownership structure.

13.4 Any amendment to this procedure shall be subject to approval by the Board of Directors after obtaining a favourable opinion of the Independent Directors.

13.5 Any matters not expressly provided for herein shall be governed by the legal and regulatory provisions in force from time to time.

14. Entry into force

14.1 This procedure shall enter into force from commencement of trading of the company's shares on the MTA.