



**Unieuro S.p.A.**  
**Control and Risks Committee Regulation**

## **ARTICLE 1**

### ***SCOPE AND AREA OF APPLICATION***

**1.1** This regulation (the “**Regulation**”), approved by the Board of Directors of Unieuro S.p.A. (the “**Company**”) at its meeting on 7 February 2017, governs the composition, duties and functioning of the Control and Risks Committee of the Company (the “**Control and Risks Committee**”) established within the Board of Directors in implementation of the recommendations of the Code of Conduct promoted by the Borsa Italiana S.p.A. Corporate Governance Committee for Listed companies. (the “**Code of Conduct**”).

## **ARTICLE 2**

### ***COMPOSITION AND APPOINTMENT***

**2.1** The Control and Risks Committee consists of three directors meeting the independence requirements laid out in Article 147-ter, par. 4 of the TUF, as also set forth in the Code of Conduct or, otherwise, the Control and Risks Committee may consist of non-executive directors, the majority of whom are independent; in that case, the Chairman is selected from amongst the independent directors. At least one member of the Control and Risks Committee should have adequate experience in accounting and finance or risk management, which will be assessed by the Board of Directors upon appointment.

**2.2** The Board of Directors appoints and removes Committee members and the Chairman.

**2.3** The Control and Risks Committee, at the proposal of the Chairman, appoints a secretary who may or may not be a member.

**2.4** Directors accept the office of members of the Control and Risks Committee only when, in line with their other commitments and/or duties previously undertaken and/or which they reasonably assume they will undertake soon, they believe they will be able to dedicate the necessary time to the diligent performance of their duties.

**2.5** Unless determined otherwise by the Board of Directors upon appointment, the term of office of members of the Control and Risks Committee is equivalent to that of the Board of Directors to which its members belong, and early removal for any reason whatsoever from the Board of Directors shall entail immediate removal from the Committee.

## **ARTICLE 3**

### ***DUTIES***

**3.1** The Control and Risks Committee is responsible for assisting the Board of Directors by conducting inquiries and providing recommendations and advice, in assessments and decisions relating to the internal control and risk management system, as well as those relating to the approval of periodic financial reports.

**3.2** The Control and Risks Committee also has the duty of assisting the Board of Directors in completing its tasks relating to (i) defining the guidelines of the internal control and risk management system, to ensure that the main risks relating to the issuer and its subsidiaries are properly identified, adequately measured, managed and monitored, determining the criteria of compatibility between the risks thus identified and the sound and prudent management of the Company consistent with the strategic targets identified; (ii) the periodic verification, at least once per year, of the adequacy and effectiveness of the internal control and risk management system with respect to the characteristics of the Company and the risk profile assumed; (iii) the description, in the corporate governance report, of the main characteristics of the internal control and risk management system, to evaluate its adequacy; (iv) the evaluation, after consulting with the board of statutory auditors, of the results presented in the reports of the auditing firm and in any letter of suggestions and in the report on the fundamental issues emerging during the audit of the accounts.

**3.3** In assisting the Board of Directors, the Control and Risks Committee:

(a) together with the manager responsible for preparing the company's accounting documents and after consulting with the auditor and the board of statutory auditors, assesses the correct use of accounting standards and their uniformity for the purpose of drafting the consolidated financial statements;

- (b) defines the control mechanisms to verify compliance with the delegations attributed and periodically monitor their functioning, promptly reporting any anomalies to the board of directors;
- (c) expresses opinions on specific aspects regarding the identification of the main business risks;
- (d) examines the periodic reports concerning the assessment of the internal control and risk management system;
- (e) reports to the Board of Directors at least every six months, when the annual and half-yearly financial report are approved, on the activities carried out as well as on the adequacy of the internal control and risk management system;
- (f) carries out the additional tasks assigned to it by the Board of Directors.

**3.4** The Control and Risks Committee is entitled to access the information and corporate functions required to perform its duties and may rely at the expense of the Company on external consultants, within the limits of the budget approved by the Board of Directors, provided they are not in situations that compromise their independent judgement and, in particular, they do not provide the directors or managers with strategic responsibilities with significant services such so as to actually compromise their independent judgement.

**3.5** At least once per year, the Control and Risks Committee takes part in the plenary meeting of the Company's control bodies.

## **ARTICLE 4**

### ***CALLING, CONDUCTING AND TAKING MINUTES AT MEETINGS***

**4.1** The Control and Risks Committee meets when called by the Chairman with the frequency deemed necessary to carry out its functions and in any case every time it deems this appropriate, but at least quarterly, or when the Chairman of the Board of Statutory Auditors, the Chairman of the Supervisory Body established pursuant to Legislative Decree 231/2001 or Chairman of the Board of Directors so request.

**4.2** The notice of call, noting the day, time and place of the meeting and containing the list of the items to be discussed, accompanied by the information needed for the discussion, is sent by the secretary, at the instruction of the Chairman, at least five days before the day scheduled for the meeting. In urgent cases, this period may be shorter, however advance notice of at least 24 hours is required. In any case, the Committee meeting shall reach a quorum when, even if not formally called, all members are in attendance. A copy of the notice of call is sent to the Chairman of the Board of Statutory Auditors and - for informational purposes - to the Chairman of the Board of Directors.

**4.3** The Control and Risks Committee meetings are chaired by the Chairman or, if absent or unable, by a member of the Committee selected by those in attendance.

**4.4** The Control and Risks Committee may meet: (i) at a meeting in the location specified in the notice of call; (ii) by video conference, from the offices of the company or another location specified in the notice of call; (iii) by audio conference over the phone, generally only for extraordinary meetings not scheduled on the annual calendar. In cases (ii) and (iii), it is necessary to take into account the confidentiality requirements connected with the discussion of the items on the agenda and it must be possible to identify all participants and for them to follow the discussion and to take part in real time in the discussion of topics dealt with. The meeting shall be deemed held in the place where the Committee Chairman is located.

**4.5** Any documentation relating to the items on the agenda is made available to the members by the Secretary by means which guarantee the confidentiality of the information contained therein, also by sending it by email to the “unieuro.com” addresses of the Control and Risks Committee members, generally along with the notice of call and, in any event, at least three days before the date of the meeting, except in exceptional cases. In addition to meeting regulatory obligations relating to insider information, the Committee members are required to keep the data and information received in exercising their functions confidential.

**4.6** The Control and Risks Committee reaches a quorum if the majority of the members in office are present and takes decisions by the absolute majority of those present. The vote of the Committee Chairman shall break any tie votes.

**4.7** The Board of Statutory Auditors takes part in the meetings of the Control and Risks Committee. The Committee Chairman may on a case by case basis invite other members of the Board of Directors and the Board of Statutory Auditors to its meetings, in addition to the auditors, the managers of the Company and the subsidiaries or other parties whose presence may help the Control and Risks Committee to better carry out its functions.

**4.8** Minutes are taken at meetings of the Control and Risks Committee. The Chairman and the secretary sign the meeting minutes, which are kept on file by the secretary in chronological order.

**4.9** The rules for the functioning of the Board of Directors shall apply to the Control and Risks Committee for all matters not addressed herein, insofar as they are compatible.

## **ARTICLE 5**

### ***POWERS AND MEANS***

In carrying out its functions, the Control and Risks Committee has the right to access the information and corporate functions necessary to carry out its duties, as well as rely on external consultants, within the terms established by the Board of Directors; the Committee defines an expenditure budget every year for submission to the Board of Directors for approval. The Company makes adequate financial resources available to the Committee for the performance of its duties within the limits of the budget approved by the Board.

## **ARTICLE 6**

### ***FINAL PROVISIONS***

The Control and Risks Committee evaluates periodically, at least every year, the adequacy of this Regulation and submits any amendments, updates or additions to the Board of Directors for approval.

The Chairman of the Board of Directors may make the merely formal amendments that may be necessary to bring the Regulation into line with legislative or regulatory measures, the recommendations of the Code of Conduct and the resolutions of the Board of Directors, or in relation to organisational and procedural changes in the Company, after obtaining the favourable assessment of the Committee and informing the Board of Directors.