



**Unieuro S.p.A.**  
**Committee for Related Parties Transactions**  
**Regulations**

## **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 **xx xx xx**, governs the composition, duties and functioning of the Related Party Transaction Committee (the “Related Party Committee”) established 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 Related Party Committee of **Unieuro S.p.A.** (the “Committee”), established pursuant to and in accordance with the Procedure governing related party transactions, CONSOB Regulation No. 17221 of 12 March 2010, adopted by the Board of Directors at its meeting on **XXXXXX**, as subsequently amended by the same Board of Directors (for the sake of brevity, the “Procedure”, which should be referred to for the definitions of the terms beginning with a capital letter in this regulation), consists of Directors meeting the independence requirements set forth in the Code of Conduct for listed companies, one of whom is elected as Chairman.

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

**2.3** The Related Party Committee, at the proposal of the Chairman, appoints a secretary who may or may not be a member and who is responsible for taking minutes at meetings.

## **ARTICLE 3**

### ***DUTIES***

**3.1** The Related Party Committee carries out the functions set forth in regulations in force and in the Procedure pursuant to Article 1.1 above. The Related Party Committee may propose amendments or additions to that Procedure to the Board of Directors.

**3.2** In particular, on the basis of the Procedure pursuant to Article 1.1 above, the Related Party Committee has the primary duty of providing dedicated justified opinions on the interest of **Unieuro S.p.A.** in carrying out Related Party Transactions, be they More or Less Significant, expressing an opinion with respect to the cost effectiveness and substantial fairness of the relative conditions, after receiving prompt and adequate information flows. The Committee also has the right to request information and provide observations to the Chief Executive Officer and the parties responsible for conducting negotiations or for the inquiry with respect to aspects subject to the information flows received, when dealing with More Significant Transactions.

**3.3** In any case, the Related Party Committee has the right to request the information needed to perform its duties. The Committee may also rely at the expense of the Company on the consulting of experts of its choosing, whose independence and lack of conflicts of interest it must verify and who are identified from amongst parties with recognised professionalism and skill in the matters subject to the Related Party Transactions with regard to which the Committee is called upon to express its opinion.

**3.4** The Chairman of the Related Party Committee reports to the Board of Directors with respect to the activity carried out by the Committee.

## **ARTICLE 4**

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

**4.1** The Related Party Committee meets when it is called upon to carry out the functions it is assigned by regulations in force and the reference Procedure pursuant to Article 2.

- 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, is sent to the Committee members by the secretary, at the instruction of the Chairman, typically at least three 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. The notice of call is also sent by the secretary to the statutory auditors on the Board of Statutory Auditors and to any other parties invited by the Committee Chairman to take part in the meeting.
- 4.3** The Related Party 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 Related Party 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 “unieuuro.com” addresses of the Related Party 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** Related Party Committee meetings reach a quorum when the majority of members in office are in attendance.

- 4.7** The Chairman of the Board of Statutory Auditors, who may designate another Statutory Auditor to take part in his or her stead, participates in the meetings of the Related Party Committee; the other Statutory Auditors may also participate in any event. The Committee Chairman may on a case by case basis invite other members of the Board of Directors or representatives of the corporate functions or third parties to its meetings, whose presence may help the Committee to better carry out its functions.
- 4.8** The Committee's decisions are taken by the absolute majority of those present; the vote of the meeting chairman shall break any tie vote. If one or more of the Committee members are Related Parties with reference to a specific Transaction, the dedicated opinion on Related Party Transactions required under Articles 6, 8 and 11 of the Procedure pursuant to Article 1.1 above, is issued in accordance with the provisions of Article 10.1 of the Procedure. If there are not at least three independent directors in office, resolutions are approved with the favourable opinion of any independent directors present or, in their absence, after obtaining the non-binding opinion of an independent expert.
- 4.9** Minutes are taken at meetings of the Related Party Committee. The Chairman and the secretary sign the meeting minutes, which are kept on file by the secretary in chronological order.

## **ARTICLE 4**

### ***FINAL PROVISIONS***

The Committee periodically evaluates the adequacy of this Regulation and submits any proposed amendments or additions to the Board of Directors for approval.

