



**Internal rules on the management  
of relevant information and inside information**

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**Approved by the Board of Directors on July 12 2018**

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## INTRODUCTION

In application of and pursuant to:

- Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (the “**MAR**”);
- the Implementing Regulation 2016/522/EU of the Commission regarding, amongst others, the competent authority for the notification of delays (the “**Regulation 522**”) and the Delegated Regulation No. 2016/1055/EU of the Commission, which establishes technical rules of implementation as regards the technical tools for suitable communication to the public of inside information and for delaying communication to the public of inside information (the “**Regulation 1055**”);
- Legislative Decree no. 58 of 24 February 1998 as subsequently amended (the “**TUF**”);
- the provisions pursuant to Article 1 of the Code of Conduct for listed companies to which the company adheres, that, for the purpose of ensuring the correct internal management and external disclosure, recommends the adoption of a procedure for the internal management and external disclosure of documents and information concerning the issuer, with particular reference to Inside Information;
- guidelines on the “Management of Inside Information” adopted by Consob on 13 October 2017 (the “**Guidelines**”) <sup>(1)</sup>;
- Legislative Decree no. 231 of 08 June 2001, as subsequently amended and supplemented, regulating the administrative liability of legal entities, companies and associations, including bodies devoid of legal personality (the “**Decree 231**”).

The Board of Directors of Unieuro S.p.A. (“**Unieuro**” or the “**Company**”), in the meeting held on 12 July 2018, approved a new edition of the “Internal rules on the management of relevant information and inside information” (hereinafter the “**Regulation**” or the “**Procedure**”), approved in the meeting held on 12 December 2016.

For all aspects not specifically envisaged by this Regulation, referral is expressly made to the provisions of the MAR and the further provisions of national and European provisions applicable *pro tempore*.

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<sup>(1)</sup> The Guidelines - issued in lieu of Consob communication dated 28 March 2006, no. 602705443 - “*constitute support in defining the process and resulting implementation procedures for applying the legal and regulatory provisions on market abuse, specifically: - the obligations set out in the MAR and the related implementing provisions [...]. These Guidelines also seek to offer [...] some detailed operative indications useful to ensuring the best implementation of European regulations regarding the specificity of the institutional and national operative framework. Some indications constitute re-workings of clarifications supplied by Consob as part of pre-existing regulations, duly readjusted to the new regulatory context.*” (See point 1.3 of the Guidelines). The Guidelines are not prescriptive and, if ignored, do not, in themselves, constitute a violation of the regulations; they “*do not introduce burdens, even organisational burdens, for issuers in addition to those set out in EU regulations, considering that these merely indicate suitable methods to be used for such regulations, while it remains the issuers’ responsibility to decide whether to (fully or partially) comply therewith.*” (See point 1.3.3 of the Guidelines).

## DEFINITIONS

<b>Chief Executive Officer</b>	The Chief Executive Officer of the Company in office.
<b>Board of Statutory Auditors</b>	The Company's board of statutory auditors in office.
<b>Board of Directors</b>	The Company's board of directors in office.
<b>Addressees</b>	Anyone who has access to Confidential Information, Relevant Information or Inside Information and, in particular: (i) members of the management, administrative and supervisory bodies and committees of the Company and the Subsidiaries; (ii) Employees; (iii) natural and legal persons who, on account of their employment, profession or duties, have regular or occasional access to Confidential Information, Relevant Information and/or Inside Information.
<b>Employees</b>	Employees of the Company and of the Subsidiaries.
<b>Group</b>	The Company and any of its Subsidiaries.
<b>Confidential information</b>	<p>Information of a specific nature that is not made public and that directly or indirectly concerns the company or its financial instruments that, if made public, could significantly influence the prices of the company's financial instruments.</p> <p>In particular, information with a "specific nature" must be understood as information that:</p> <ul style="list-style-type: none"><li>a) refers to a set of circumstances that exist or might reasonably be expected to exist, or to an event that has occurred or that might reasonably be expected to occur; and</li><li>b) is sufficiently specific to allow conclusions to be drawn about the possible effect of the set of circumstances or event referred to in point (a) on the prices of the Financial Instruments or the relative derivative financial instruments. In this regard, in the case of a lengthy process aimed at realising a particular circumstance or a particular event, or in the case of a lengthy process that determines them, this future circumstance or future event, and the intermediate steps of the same process that are related to the realisation or determination of the future circumstance or event, can be regarded as information of a precise nature.</li></ul> <p>In addition, "information which, if made public, could have a significant influence on the prices of the Financial Instruments" means information that a reasonable investor would presumably use as a basis for investment decisions.</p>

<b>Relevant Information</b>	All information or news that cannot yet be classified as Inside Information, which the Company believes to be relevant, insofar as relative to data, events, projects or circumstances that, continuously, repeatedly, periodically or occasionally on a random or unforeseen basis, regard the Company directly and that can, at a later date, even in the near future, become “inside information” <sup>(2)</sup> .
<b>Confidential Information</b>	All information or news that cannot be classified as Inside Information, directly or indirectly relating to the Company and/or the Subsidiaries, which is not of the public domain or which is, due to its confidential or exclusive nature, pertinent to the Company and/or Subsidiaries, acquired by the Addressees in going about their tasks and/or duties.
<b>Investor Relation Officer</b>	Person responsible for the Company’s investor relations.
<b>Chairman of the Board of Directors</b>	The serving chairman of the board of directors of the Company.
<b>Issuers Regulation</b>	Regulation implementing Legislative Decree no. 58 of 24 February 1998 regarding the issuers regulations adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently amended.
<b>MAR</b>	Regulation (EU) No. 596/2014 of the European Parliament and the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.
<b>SDIR</b>	Indicates the service to distribute regulated information authorised by Consob pursuant to Articles 65 et seq. of regulation 11971/1999 which provides for the distribution of such information to the public, the Italian Stock Exchange, and Consob.
<b>Company</b>	Unieuro S.p.A., a company incorporated in Italy, listed in the Companies Register of Forlì-Cesena, Economic and Administrative Index (REA) No. 177115, Taxpayer Identification No. and VAT No. 00876320409, registered office Via Schiaparelli 31, Forlì, Italy.
<b>Subsidiary/ies</b>	Companies controlled by the Company pursuant to Article 93 of the TUF.

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<sup>(2)</sup> Paragraph 3.1.2 of the Guidelines provides an example list of the types of inside information that may involve an issuer: “[...] *Information relating to: ownership structures; management team; management incentive plans; auditors’ activities; operations on capital; issue of financial instruments; characteristics of the financial instruments issued; acquisitions, mergers, spin-offs, etc.; restructuring and reorganisation operations; operations on financial instruments, buy-backs and accelerated book-building; collective procedures; legal dispute; revocation of bank overdrafts; write-downs/write-backs of assets or financial instruments in the portfolio; patents, licences, rights, etc.; insolvency of major debtors, destruction or damage of goods not insured; purchase or sales of assets; trend of operations; changes in forecast period accounting results (profit warnings and earnings surprises); receipt or cancellation of major orders; entrance into new (or exiting from) markets; changes to investment plans; dividends distribution policies; for banks, information that the issuer obtained from the supervisory authorities under the scope of a Supervisory Review and Evaluation Process (SREP) performed in accordance with Article 97 of Directive 2013/36/EU (CRD IV).*”

<b>Financial Instruments</b>	Overall, the company's shares and financial instruments admitted to trading on a regulated market, as defined in Article 4 Paragraph 1 Point 15) of Directive 2014/65/EU.
<b>TUF</b>	Legislative Decree no. 58 of 24 February 1998 as subsequently amended ( <i>Testo unico delle disposizioni in materia di intermediazione finanziaria</i> - Consolidated Finance Act).

## PROCESSING OF INSIDE INFORMATION

### 1. Introduction

**1.1** This Regulation aims to ensure observance of the provisions of the law and regulations *pro tempore* in force on the matter and regulates the internal management and external disclosure of Confidential Information, Relevant Information and Inside Information.

These Rules are an essential component of the Company's internal control and risk management system. They are an integral part of the rules for the prevention of the offences referred to in Decree 231.

These Rules do not govern the management of promotional and marketing information or disclosures relating to trading in securities and financial instruments (internal dealing), which are covered in a separate procedure (the "**Internal Dealing Rules**").

**1.2** This Procedure is aimed at the Addressees.

**1.3** The Company shall disclose to the public as soon as possible the Inside Information directly or indirectly concerning the Company in a manner which enables fast access and complete, correct and timely assessment of the information. The Company, through the Investor Relation Officer, has a duty to disclose this information to the public simultaneously (on the same day), in the case of intentional disclosure, and promptly (on the same day as its officers are notified of the disclosure), in the case of non-intentional disclosure.

The Company has established, in accordance with the provisions of law and regulations *pro tempore* in force and must keep up-to-date (a) a register indicating the subjects who, by virtue of the working or professional activities carried out or the relevant duties, have regular or occasional access to Inside Information, even subject to delay (the "**Insider Register**" or "**Register**"); and (b) a register specifying the subjects who, by virtue of their working or professional activities or the relevant duties, have regular or occasional access to Relevant Information (the "**Register of Relevant Information**" or, according to the definition given in the Guidelines, the "**Relevant Information List**" or "**RIL**" and, together with the Register, the "**Registers**"). The methods of establishing, managing and updating the Registers are regulated in the specific rules, connected hereto (the "*Internal rules on the keeping of the register of persons with access to inside information and the register of persons having access to relevant information*" or the "**Rules on the Registers**").

**1.4** The Company shall issue the appropriate written instructions to its Subsidiaries (if any) to ensure that they promptly provide all information necessary to meet the market disclosure obligations. Any other companies in the Group and, in particular, persons responsible in view of the internal organisational structure of the entity, are obliged to promptly inform the Company's Chief Executive Officer of the occurrence of a set of circumstances or an event that constitutes Relevant Information and/or Inside Information. The decision as to the relevance of the information is left to the discretion of the Chief Executive Officer or other relevant corporate body, in accordance with paragraph 2.2 of this Procedure.

**1.5** The Company may delay the public disclosure of Inside Information at its own risk, provided that all of the following conditions are met: (i) immediate disclosure would be likely to prejudice the Company's legitimate interests, (ii) the delayed disclosure would be unlikely to have the effect of misleading the public, and (iii) the Company is able to ensure the confidentiality of the Inside Information.

**1.6** If the conditions for delay specified in Article 1.5 above are found to exist, the Chief Executive Officer or, in the event of his/her absence or impediment, the Chief Financial Officer, are required to:

- i. implement the delayed disclosure procedure referred to in Article 1.5 of the Procedure; and
- ii. immediately inform the person responsible for keeping the Insider Register, as defined in more detail in the relevant Rules, so that the latter can (i) set up a special section for the Inside Information in question and use it to register persons who have access to it, under the terms and conditions laid down by the rules on keeping the register of persons with access to Inside Information and the register of persons with access to relevant information (the “**Rules on the Registers**”); and (ii) notify the persons entered in the relevant section and in any permanent section that the delayed disclosure procedure has been implemented and of the need to ensure the confidentiality of that information through scrupulous respect of the rules set forth in the Rules on Registers.

The Company shall also put in place the safeguards and apply the procedures laid down in Regulation 1055.

**1.7** If the Company has delayed the disclosure of Inside Information, it shall notify CONSOB of the delay in accordance with the procedures laid down in CONSOB Communication No. 0061330 of 1 July 2016, immediately after the disclosure of the Inside Information, by providing a written explanation describing how the conditions referred to in Article 1.5 above were met.

**1.8** In accordance with Guidelines 1478/2016 on the delay in the disclosure of inside information published by the European Securities and Markets Authority (ESMA), the cases where immediate disclosure of the inside information is likely to prejudice the Company’s legitimate interests could include but are not limited to the following circumstances:

- i. the Company is conducting negotiations, where the outcome of such negotiations would likely be jeopardised by immediate public disclosure. Examples of such negotiations may be those related to mergers, acquisitions, splits and spin-offs, purchases or disposals of major assets or branches of corporate activity, restructurings and reorganisations.
- ii. the financial viability of the Company is in grave and imminent danger, although not within the scope of the applicable insolvency law, and immediate public disclosure of the Inside Information would seriously prejudice the interests of existing and potential shareholders by jeopardising the conclusion of the negotiations designed to ensure the financial recovery of the Company;
- iii. the Inside Information relates to decisions taken or contracts entered into by the management body of the Company which need, pursuant to national law or the Company’s bylaws, the approval of another body of the Company, other than the shareholders’ meeting, in order to become effective, provided that:
  - immediate public disclosure of that information before such a definitive decision would jeopardise the correct assessment of the Information by the public; and
  - the Company arranged for the definitive decision to be taken as soon as possible.
- iv. the Company has developed a product or an invention and the immediate public disclosure of that information is likely to jeopardise its intellectual property rights;
- v. the Company is planning to buy or sell a major holding in another entity and the disclosure of such information would likely jeopardise the implementation of such plan;
- vi. a transaction previously announced is subject to a public authority’s approval, and such approval is conditional upon additional requirements, where the immediate disclosure of those requirements will likely affect the ability for the Company to meet them and therefore prevent the final success of the deal or transaction.

Conversely, situations in which delayed disclosure of Inside Information is likely to mislead the public include the following circumstances:

- i. the Inside Information whose disclosure the Company intends to delay is materially different from the Company's previous public announcement on the matter to which the Inside Information refers; or
- ii. the Inside Information whose disclosure the Company intends to delay regards the fact that its financial objectives are not likely to be met, where such objectives were previously publicly announced; or
- iii. the Inside Information whose disclosure the issuer intends to delay is in contrast with the market's expectations, where such expectations are based on signals that the issuer has previously sent to the market, such as interviews, roadshows or any other type of communication organised by the issuer or with its approval.

**1.9** If the disclosure of Inside Information is delayed pursuant to Article 1.5 above, and the confidentiality of the Inside Information is no longer ensured, the Company shall disclose that inside information to the public as soon as possible. According to Article 17(7) of the MAR, the confidentiality of the information is deemed compromised in situations where a rumour explicitly relates to Inside Information the disclosure of which has been delayed and where that rumour is sufficiently accurate to indicate that the confidentiality of that information is no longer ensured, regardless and independently of any alteration in the price of the Financial Instruments as a consequence of the rumour.

**1.10** In any case, the Addressees, both to protect the interests of the Company and the Group in keeping their affairs confidential and to prevent market abuse, shall treat as strictly confidential all Relevant Information and/or Inside Information obtained in the course of their duties.

## **2. Evaluation**

**2.1** Employees and members of the administrative body of the Company or its Subsidiaries shall send the Company information that they consider might be Relevant Information or Inside Information, in accordance with the following rules:

- (a) employees of the Company or any Subsidiaries are required to report to their line manager any information they obtain about the Company and/or any Subsidiaries that they consider might be Relevant Information or Inside Information;
- (b) Company managers and executive directors (or other persons authorised for that purpose) of any Subsidiaries shall immediately inform the Chief Executive Officer of the Company (or, in the event of his or her absence or impediment, the Chairman of the Board of Directors of the Company or, in the event of his or her absence or impediment, the Vice Chairman of the Board of Directors of the Company) of any information they have about the Company and/or any Subsidiaries that they consider might be Relevant Information or Inside Information.

**2.2** The assessment of the possibility that information regarding the Company and/or Subsidiaries may be classified as Relevant Information or Inside Information, the need to proceed, in the case of Relevant Information, with the opening of an Occasional RIL Section (as defined in the Rules on the Registers) or, in the case of Inside Information, with the activation of the delay procedure pursuant to Article 1.5 above or, alternatively, with a market disclosure, is made:

- i. by the Board of Directors in respect of information emerging during meetings of the Board of Directors;

- ii. by the Chairman of the shareholders' meeting in respect of information emerging during shareholders' meetings;
- iii. other information: responsibility lies with the Chief Executive Officer of the Company (or, in the event of his or her absence or impediment, the person designated by the Chief Executive Officer or, in the event of his or her absence or impediment, the Chairman of the Board of Directors of the Company or, in the event of his or her absence or impediment, the Vice Chairman of the Board of Directors of the Company) (the “**Top Management**”).

**2.3** The Chief Executive Officer shall manage the Inside Information as indicated in the Articles below, concerning the Company. In his or her absence, this responsibility is assumed by the Chief Financial Officer of the Company or, in his or her absence, the Investor Relation Officer. When responsible, each of them takes on the role of data supervisor for the Inside Information (the “**Data Supervisor**”).

**2.4** If the information is deemed to be Relevant Information, the Supervisor will inform the person appointed to keep the Registers so that he shall, in compliance with the provisions of the Rules on the Registers, enter the information in a specific new section of the RIL. If, on the other hand, the information is deemed to be Inside Information, it must be published as quickly as possible - with the exception of the case pursuant to Article 1.5 above - according to the methods envisaged by Article 4 below and in compliance with the provisions of law and regulations pro tempore in force.

**2.5** Relevant Information and Inside Information, even if subject to delay, shall be managed internally in accordance with the following rules:

(a) the Top Management and the heads of the corporate functions involved each time, must constantly monitor the evolution of information classified as Relevant Information and, where conditions are met, once again start the assessments pursuant to Article 2.2 above, regarding the decisions to be made if said information should become inside information;

(b) the heads of each corporate function shall ensure that the Relevant Information and Inside Information, even subject to delay, is only disclosed to employees on a need-to-know basis; if the legal requirements are met, such persons shall be entered respectively in the RIL or Insider Register.

(c) persons to whom Relevant Information or Inside Information is disclosed, even if subject to delay, shall be made aware, in the manner envisaged in the Register Regulation, of the confidential nature of that information and of the obligations arising from such knowledge, as well as the potential penalties for offences under the applicable primary and secondary legislation.

### **3. Relevant time**

For the purpose of identifying Relevant Information and Inside Information, the corporate functions involved in the identification and classification of information will take into account the point at which the circumstances in question materialise or it becomes reasonably likely that they will materialise.

### **4. External disclosure of Confidential Information, Relevant Information and Inside Information**

**4.1** Addressees are prohibited from disclosing, distributing or otherwise communicating the Confidential Information, Relevant Information and Inside Information subject to delay to persons other than those to whom disclosure is necessary to enable them to perform their duties within the Company or Group.

**4.2** The public disclosure of Inside Information takes place in accordance with the applicable legislation and regulations and the following provisions.

- (a) The Investor Relater, with the support of the Head of the Legal Department, prepares a draft statement as required by applicable law and regulations and by the provisions of this Procedure. The draft statement is sent to the Top Management and to the relevant managers for review. If the draft contains references to information about the assets, liabilities, earnings or financial condition of the Company and/or Subsidiaries, such information shall first be verified by the manager responsible for preparing the corporate accounting documents pursuant to Article 154-*bis* TUF, who shall also sign the declaration pursuant to Article 154-*bis*(2) TUF where required. Should the Top Management deem it necessary or appropriate, the Board of Directors will also be asked to review the draft statement.
- (b) Following consultation with the relevant internal bodies of the Company (and, where appropriate, information relating directly to the Subsidiaries and indirectly to the Company, of the Subsidiaries), as set forth in this article, the Investor Relater, with the support of the Head of the Legal Department, will prepare a definitive version of the statement and submit it for final approval by the Top Management.

The approved statement shall be released as soon as possible in accordance with Article 17 of the MAR. Statements shall also be published on the Company's website at [www.unieuro.com](http://www.unieuro.com)

**4.3** The Company keeps press releases relating to Inside Information on its website for at least five years.

## **5. Addressees' obligations**

### **5.1 Addressees must:**

- respect the general obligation to confidentiality with regards to the activities carried out by the Company and/or Subsidiaries and, as regards employees, the obligation to loyalty pursuant to Article 2105 of the Italian Civil Code;
- keep Confidential Information, Relevant Information and Inside Information strictly confidential, including that subject to delay and, therefore, not to disseminate or disclose it to anyone apart from other authorised Addressees and cases where it is a legal obligation;
- treat Inside Information, including that subject to delay, with all necessary caution so as to ensure that it circulates within and outside the company and/or Subsidiaries without prejudicing its confidential nature and in respect of specific corporate procedures, without it being published in the manner envisaged by the provisions of law and regulations in force *pro tempore* and this Procedure. More specifically, Addressees must use the Inside Information, including that subject to delay, only in the interests of the Company and Subsidiaries and, therefore, cannot use it for any reason or in any way, for personal purposes or to the detriment of the Company and/or Subsidiaries. Similar obligations apply to the treatment of Confidential Information and Relevant Information until such time as it is disclosed to the public in the manner envisaged by provisions of law and regulations in force *pro tempore* and by this Procedure (if considered necessary or appropriate by the competent Company bodies or if it becomes Inside Information) or until such time as it ceases to be confidential and/or relevant in accordance with this Procedure; and

- ensure that the opening and distribution of correspondence received via the mail department is done in compliance with confidentiality criteria; and
- promptly inform the Investor Relation Officer of any events, facts or omissions that may constitute a violation of this Procedure of which they are aware, so that the Investor Relation Officer, together with the Chief Financial Officer and the Head of Legal Department, can assess what action to take, including publication of a press release, submitting the decision of authorisation to the Top Management.

**5.2** Anyone sending physical and/or electronic documents containing Inside Information shall highlight its confidential nature by marking it in Italian and English as STRETTAMENTE RISERVATO/STRICTLY CONFIDENTIAL.

**5.3** In the event of disclosure of information concerning the Company or the Group, intended for third parties who are not bound by a statutory duty of confidentiality, the Addressees shall ensure that the recipients of the information assume a contractual obligation to observe the provisions of this section.

**5.4** Addressees are personally responsible for the safekeeping of confidential documents that come into their possession and shall ensure that such documents are stored in a suitable place permitting access only to authorised Addressees.

## **6. Final provisions**

**6.1** The Company may publish this Procedure on its website; it will be disclosed to all Addressees by the Investor Relations Officer, who will ensure that a copy is sent promptly to all Addressees and, at the time of communication, the entry into the Register and/or RIL.

**6.2** Any infringement of the obligations laid down in these Rules, even if it does not amount to conduct directly punishable by the courts or by CONSOB, is highly detrimental to the Company, particularly in terms of its image. The violation will entail the liability envisaged by provisions of law and regulations in force *pro tempore* and the application of disciplinary sanctions in accordance with the provisions of collective bargaining agreements and the obligation to compensate the Company or Subsidiaries for all damages they may incur from violation of this Procedure, to be intended as an integral part of the contract of employment and/or other form of agreement or trust as may be stipulated between the Persons and the Company and/or the Subsidiaries.

**6.3** In the event of an infringement by the Directors, in order to avoid any conflict of interest, the director guilty of the infringement may not participate in the deliberations of the Board of Directors on sanctions.

**6.4** If the Company is fined for being in breach of the provisions on company disclosures due to non-compliance with the principles laid down in this procedure, the Board of Directors will seek compensation from the persons guilty of such infringements in order to recoup the costs of payment of said fines, without prejudice to any further claim for damages, including for reputational damage.

**6.5** Finally, please note that the abuse of Inside Information and market manipulation are crimes subject to criminal and administrative sanction (Articles 184 – 187-*sexies* of the TUF) of all those committing such crimes and may also give rise to situations entailing the administrative liability of the Company (Italian Legislative Decree no. 231 of 08 June 2001). Additionally, please note that in the event of any hindrance to the exercise of the supervisory duties assigned to Consob and the Bank of Italy, Article 170-*bis* of the TUF envisages the application of the criminal sanctions such as imprisonment of up to two years and a fine from Euro 10,000 to Euro 200,000.

**6.6** This Procedure may be amended and/or supplemented by the Company's Board of Directors, also on the basis of the application experience accrued, so as to improve transparency in regard to the market. If it is necessary to update and/or supplement any provision of the Procedure as a result of changes in the law or regulation applicable, or of specific requests from supervisory authorities, and in cases of proven urgency, this Procedure may be amended and/or supplemented by the Chairman of the Board of Directors or the CEO, with subsequent ratification of the amendments and/or additions by the Board of Directors at its next meeting. The updated text of the Procedure must in any case be disclosed to all Addressees in the manner envisaged under Article 6.1 above.