



*Unieuro S.P.A. Registered Office in Forlì, Palazzo "Hercolani", Via Piero Maroncelli, 10  
Share capital euro 4,000,000.00, fully paid-up  
Registration number on the companies' register of Forlì-Cesena and tax code No.  
00876320409*

## **REGULATIONS**

### **REMUNERATION AND APPOINTMENTS COMMITTEE**

*(Approved by the Unieuro S.p.A. Board of Directors on 7 February 2017  
and last updated on 13 May 2021)*

## 1. Purpose and scope of application

- 1.1. Pursuant to art. 20.6 of the Articles of Association of Unieuro S.p.A. ("**Unieuro**" or "**Company**") a committee has been set up within the Board of Directors, entitled the Remuneration and Appointments Committee ("**Committee**") to assist said Board of Directors with its assessments and decisions on the topic of appointments and remuneration, in accordance with the recommendations of the Corporate Governance Committee under the Corporate Governance Code governing listed companies promoted by Borsa Italiana SpA ("**Corporate Governance Code**"), to which Unieuro adheres.
- 1.2. These regulations ("**Regulations**") drawn up by the Committee and approved by the Board of Directors of the Company on 7 February 2017 as subsequently amended on 13 May 2021, govern the composition, appointment and manner of operation of the Committee as well as its duties, powers, responsibilities and means at its disposal.

## 2. Composition and appointment

- 2.1 The Committee shall be made up of at least three Directors, all of whom shall be non-executive, and the majority of whom shall satisfy the independence requisites in accordance with the legal and regulatory provisions in force as well as the Corporate Governance Code.
- 2.2 The Committee Chairman shall be selected from among the independent Directors. The Chairman of the Board of Directors cannot chair the Committee even if he/she is deemed independent.
- 2.3 The members of the Committee must have functional skills in relation to the duties they are called upon to perform. At least one member of the Committee shall possess adequate knowledge and experience in financial matters or remuneration policies in accordance with the Corporate Governance Code; the Board of Directors shall ascertain possession of the said requisites at the time of his/her appointment.
- 2.4 The Board of Directors shall appoint and remove Committee members including the Chairman thereof.
- 2.5 Directors may accept the office of Committee member only when they believe that they are able to dedicate the necessary time to ensure the diligent performance of the duties pertaining to the office.
- 2.6 Committee members shall remain on the Committee for a term commensurate to their entire term of office as a director, unless otherwise determined by the Board of Directors at the time of appointment or any time thereafter, or save for in the event of resignation from office or loss of any of the necessary requisites. In the event a member vacates his/her office on the Board of Directors prior to the envisaged term for any reason, then he/she shall automatically and immediately relinquish the office of Committee member.

- 2.7 In case of removal from or relinquishment of office, loss of requisites, death or incapacity of any of Committee member, the outgoing member or the Chairman shall promptly notify the Board of Directors which shall without delay and at its very next sitting replace the outgoing member, selecting his/her replacement from among those Directors in office at that time provided that the replacement satisfies the requirements referred to in the previous paragraphs and in compliance with the provisions set forth in the previous paragraphs. The office of the replacement Committee member shall expire at the same time as that of the members already in office at the time of the replacement's appointment.
- 2.8 The Secretary shall be appointed by the Committee and may be a person chosen from outside the Committee. The Secretary shall assist the Committee and its Chairman in drafting meeting minutes and in carrying out the related activities. In the event of his/her absence or should he/she be unable to undertake the relative duties, then the Committee shall, on a case-by-case basis, select another person, who may be a person chosen from outside the Committee, to carry out the Secretary's duties.

### 3. Duties

- 3.1. Within the remit of the Committee's duties are: preliminary, consultative and propositional functions in support of the Board of Directors.

#### **Duties and functions of the Committee regarding the appointment of directors and self-assessment of the Board of Directors**

- 3.2. The Committee shall assist the Board of Directors in carrying out the following activities:
- a) periodic self-assessment concerning the size, composition and actual functioning of the Board of Directors and its committees, also having regard to the role that the Board has played in the determination of strategies, the monitoring of management performance and the adequacy of the internal control and risk management systems. In carrying out such assessment, the Committee may be supported by an independent consultant if deemed appropriate. As part of said activity, the Committee shall also support the Board of Directors in defining the tools and methodology to be applied to the Board of Directors self-assessment process as well as verify compliance with all disclosure obligations inherent thereto, so as to ensure the transparency of the process.

With regard to composition, the Committee shall draw up the criteria applicable to the assessment of the independence requisites on the part of Company directors which it shall submit to the Board for approval. The Committee shall propose to the Board of Directors the quantitative and qualitative criteria to be considered in relation to the independence requirements and which shall conform to the provisions of the Corporate Governance Code;

- b) definition of the optimal composition of the Board of Directors and its committees. More specifically, the Committee, in view of each renewal of the Board of Directors and taking

into account the results of the self-assessment referred to in the previous letter a), shall prepare its opinion for the Board of Directors on the optimal quantitative and qualitative composition of the Board of Directors and of the intra-board committees as well as on those professional and managerial roles whose presence on the Board is deemed appropriate;

- c) identification of candidates for the office of director in the event of co-optation. More specifically, should one or more Directors vacate their office during the year (Article 2386, first paragraph of the Civil Code), the Committee shall put forward replacement candidates for the office of Director to the Board of Directors thus ensuring compliance with the requirements for the minimum number of independent Directors and the quota thereof reserved for the under-represented gender;
- d) should the outgoing Board of Directors, in conformance with the legislative and statutory provisions in force, deem it appropriate to present a list of candidates for the renewal of the administrative body, then the presentation of such list by the outgoing Board of Directors shall be effected in a manner that ensures that its formation and presentation are transparent; as part of this activity, the Committee shall participate in the assessment, formulating opinions and also engaging support from external consultants so as to identify the candidates whom shall be selected to appear on the list to be presented by the Board of Directors;
- e) preparation, updating and implementation of any plan for the succession of the Chief Executive Officer and of any other executive Director, which plan shall set forth at minimum the procedures to be followed in the event of any early vacation from office;
- f) ascertain whether there are adequate procedures in place to manage the succession of executives with strategic responsibilities.

3.3. Furthermore, in assisting the Board of Directors, the Committee:

- a) may, as frequently as deemed most appropriate, make recommendations to the Board of Directors regarding the maximum number of offices that a director or statutory auditor may hold in other companies listed on regulated markets (including any foreign ones) as are deemed compatible with the effective performance of their offices of director for the Company and taking into account the participation of the Directors in the intra-board committees. To this end, the Committee shall identify general criteria differentiated on the basis of the commitment required by each position (executive or non-executive Director) which is outside the Company, also factoring in the nature and size of the company/ies in which the offices are held as well as whether such non-Company office/s is in any company belonging to Unieuro Group. The Committee shall give its opinion to the Board on the preparation of and any updating of the orientation, in accordance with the Corporate Governance Code, on the maximum number of directorships or statutory auditor positions that a director can hold as well as carry out investigations on the related periodic checks and assessments;

- b) shall put forward to the Board of Directors any candidates for the position of Director to be proposed at the Shareholders' Meeting of the Company, taking into account any input received from shareholders should it not be not possible to select the required number of Directors from the lists submitted by shareholders;
- c) shall carry out investigations into the periodic checks to ascertain the independence and integrity requirements of the Directors and that there are no causes of incompatibility or ineligibility of said Directors;
- d) shall assist the Board of Directors (where appropriate also in collaboration with the other intra-board committees) in the preparation of any criteria for the designation of managers with strategic responsibilities whose appointment is under the responsibility of the Board by virtue of the current legislation and regulations and shall provide the Board of Directors with its assessments on proposals made by the Chief Executive Officer.
- e) shall give opinions on the reasoned assessment of each case and problem addressed by the Board in relation to any authorisation at a meeting to derogate from the prohibition on competition provided for under art. 2390 of the civil code (prohibition on competition).

**Duties and functions of the Committee regarding the remuneration of directors, general managers, statutory auditors and managers with strategic responsibilities**

3.4. The Committee shall carry out the following activities:

- a) assisting the Board of Directors in the drawing up of the policy concerning remuneration and recompense paid (in accordance with the provisions of art. 123-ter Legislative Decree No. 58 of 24 February 1998 ("TUF"); in particular, the Committee shall propose its remuneration report, which shall include the remuneration policy referred to in this letter a), to the Board of Directors for its approval prior to its presentation at the Shareholders' Meeting of the Company in accordance with legislation in force from time to time and the Corporate Governance Code;
- b) giving opinions on: remuneration of executive Directors and that of other Directors who hold particular offices as well as on the setting of performance objectives related to the variable component of said remuneration; verification that performance objectives of said Directors have been achieved, in collaboration with the sustainability committee to the extent that said objectives concern ESG indicators;
- c) monitoring the application of the remuneration policy referred to in letter a); periodically assessing the adequacy and overall consistency of the remuneration policy for directors and managers with strategic responsibilities;

- d) evaluating and making proposals to the Board of Directors regarding the design of periodic short and medium/long-term incentive plans, including equity based, stock options, employee schemes and similar incentive and loyalty plans for management and employees of the Company, also taking into account the suitability of said incentives to pursue the plan objectives; giving its opinion on the manner of assignment of such plan instruments to the beneficiaries;
- e) performing any additional tasks as may be entrusted to it by the Board of Directors, monitoring the application of decisions adopted by the Board of Directors on the subject of remuneration.

3.5. Whenever the Remuneration Committee carries out any consultative and investigative activity on issues inherent to transactions with related parties, the relative discussions thereof shall be preferably undertaken in collaboration with the committee for transactions with related parties of the Company.

#### 4. Operations

- 4.1. The Committee shall sit as often as is deemed necessary to fulfil its duties which sittings shall generally be on the dates set forth in the annual diary of meetings prepared and approved by said Committee. Meetings shall take place at the registered office or at any of the secondary offices of the Company (in all cases in compliance with the provisions of paragraph 4.4 below) and, in any case with a frequency as the Chairman of the Committee deems appropriate or upon request of the Chairman of the Board of Directors, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors or at least two members this latter Board, where the specific topic up for discussion is deemed within the responsibility of the Committee. The diary of Committee meetings and any variations thereto shall be submitted in advance to the secretary of the Board of Directors to ensure coordination with meetings of the Board and the other committees. Meetings shall be called by the Chairman of the Committee to discuss any agenda business prepared by him/her with the assistance of the Secretary of the Committee or whenever requested by at least two Committee members where the specific topic up for discussion is deemed within the responsibility of the Committee.
- 4.2. The notice of call, which shall contain the day, time and place of the meeting and the list of matters for discussion, shall be sent to Committee members by the Secretary on the recommendation of the Chairman, usually at least three days prior to the date set for the meeting, in such manner that ensures confidentiality and timeliness of the notice and enables due receipt of the notice to be confirmed. On the occurrence of any necessity or urgency, this term may be shortened, providing a minimum notice of 24 hours is given prior to the date set for the meeting. In any event, the Committee shall be deemed quorate, notwithstanding there has not been a formal notice of call, if all the members or the majority thereof are in attendance on condition that the absent members have been informed of the meeting and at least one member of the Board of Statutory Auditors is in attendance. The Secretary shall also send the notice of call by way of opportune information to the Chairman of the Board of Directors, the Chief

Executive Officer, the Secretary of the Board of Directors, the standing members of the Board of Statutory Auditors and any other person/s invited by the Chairman of the Committee to take part in the meeting.

4.3. The meetings of the Committee shall be presided over by the Chairman or in the event he/she is unable to or prevented from attending, then by a member of the Committee who shall be selected from those in attendance.

4.4. The Committee may meet:

(i) at the location indicated in the notice of call;

(ii) by videoconference sitting at the offices of the Company or at any other location indicated in the notice of call;

or, subject to the authorisation on the part of the Chairman of the Committee:

(iii) by means of a videoconferencing system made available by the Company which ensures the same level of security as a video conference held at the offices of Unieuro;

(iv) by audio conference, usually limited to extraordinary meetings that have not been scheduled in the annual diary.

Attendance by the means under sub-paragraphs (ii), (iii) and (iv) must take into account the need to deal with the items on the agenda in a confidential manner and must ensure that all attendees can be identified and are able to follow the discussions and intervene in real time in the discussions of the business on the table. The meeting shall be deemed held at the place at which the Chairman of the Committee is located.

The above-mentioned means of attendance, as alternatives to a face-to-face meeting, shall in any case be adopted where deemed necessary to ensure compliance with any provisions of the law that limit face-to-face meetings.

In the event that any urgency prevents the holding of any Committee meeting attendance via audio or videoconference, the Committee Chairman may ask the Committee members, also informing all the other recipients of the notice of call, to provide its opinion on a specific subject by email. The Chairman shall inform the Committee members and any other recipients of the notice of call of the outcome of the consultation in relation to which a special report shall be drawn up.

4.5. Any documentation relating to items on the agenda shall be provided to the members by the Secretary generally at the same time as the notice of call and in any case no later than the third day prior to the date of the meeting, save for in exceptional circumstances. Said documentation shall be provided in a manner that ensures it is kept confidential.

- 4.6. The Committee shall be deemed quorate if the majority of the members in office are in attendance and shall take decisions on an absolute majority vote of those in attendance. In the event of a deadlock the Chairman shall have the deciding vote.
- 4.7. The Chairman of the Board of Statutory Auditors (or another statutory auditor designated by him/her) shall take part at Committee meetings and other Statutory Auditors may also participate. Upon invitation of the Committee Chairman, the Chairman of the Board of Directors and the Chief Executive Officer may participate in individual meetings - however with no right to vote and on condition that they do not have any personal interest in the business to be discussed. Without prejudice to that stated in the following paragraph. With reference to individual items on the agenda, representatives of Company departments responsible for the particular subject matter may attend as well as other members of the Board of Directors, so as to provide information and make competence assessments.
- 4.8. No Director is permitted to attend any Committee meeting considering any proposal put forward by the Board of Directors relating to its own remuneration, save for in the event that the proposal concerns, in general terms, the members of committees established within the Board of Directors or the remuneration policy applicable to directors and managers with strategic responsibilities, to the extent the Board member also holds this latter office.
- 4.9. Each Committee member must abstain from voting in the event that the he/she has any conflict of interest with respect to the items on the agenda. In the event of non-compliance with this obligation, the resolution shall be deemed null and void should the vote of the member obliged to abstain be decisive in the obtaining of the requisite majority.
- 4.10. Meeting minutes shall be undertaken by the Chairman - or in his/her absence, then by whoever sits in for him/her - with the support of the Secretary (or his/her proxy holder). Should there be specific and justified grounds, then the Committee Chairman may request that the minutes be undertaken by a Committee member, by the Secretary of the Board of Directors or by any person under his/her responsibility. The draft minutes shall be submitted to the Committee Chairman and to other Committee members for any observations thereon and shall generally be put forward for approval at the next meeting of the Committee. Said minutes shall be recorded on the corporate books and maintained by the Committee Secretary at the Company's registered office, together with any other minutes kept in chronological order. The minutes shall be signed by the Chairman of the meeting and by the Secretary or, in his/her place, by any substitute who performed the functions of Secretary and shall be made available to the members of the Board of Directors and the Board of Statutory Auditors, the Secretary of the Board of Directors as well as to other statutory auditors upon request.
- 4.11. To the extent any procedure is not governed herein and insofar as they are compatible herewith, the operative rules of the Board of Directors shall be applied to the Remuneration and Appointments Committee.



- 4.12. The Committee Chairman shall report to the Board of Directors on the activities carried out by the Committee at least every six months and no later than the deadline envisaged for the approval of the annual financial report and the half-yearly report; he/she shall also report to the Board of Directors at its next sitting on those matters deemed of most relevance as examined by the Committee during the meetings.

## **5. Powers and means**

- 5.1 In carrying out its duties, the Committee shall be entitled to access all information and company functions deemed necessary for due performance and to use all nature of resources as it deems appropriate, which may include engaging support of external consultants. The Committee shall verify beforehand that any external consultant is not in a position that could give rise to any situation that might compromise his/her impartiality of judgement.
- 5.2 On an annual basis, the Committee shall draw up an expense budget which it shall submit to the Board of Directors for approval. The Company shall provide the Committee with adequate financial resources to enable performance of its functions within the limits of said budget approved by the Board. If necessary, the Committee may use additional financial resources outside of the approved budget provided that such resources are approved by the Board of Directors.

## **6. Final provisions**

- 6.1. The Committee shall periodically assess the adequacy of these Regulations and submit any amendments, updates or additions thereto to the Board of Directors.
- 6.2. The Committee may make any strictly formal amendments as are necessary to adapt these Regulations to: legislative or regulatory provisions; recommendations under the Corporate Governance Code; resolutions of the Board of Directors, or in relation to organizational and procedural changes of the Company, in such case duly informing the Board of Directors thereof.