



*Unieuro S.P.A. - Registered Office in Forlì, Palazzo Hercolani, via Piero Maroncelli No. 10  
Share capital Euro 4,137,974.20 fully paid-up  
Registration number on the companies' register of Forlì-Cesena and tax code No. 00876320409*

## **THE UNIEURO POLICY FOR THE MANAGEMENT OF DIALOGUE WITH SHAREHOLDERS AND OTHER INTERESTED PARTIES**

*(Approved by the Board of Directors of Unieuro S.p.A.  
on 23 February 2022)*

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## 1. INTRODUCTION

- 1.1. Unieuro openly promotes dialogue with its shareholders, institutional investors and asset managers to ensure the provision of adequate information, the acquisition of opinions and proposals and in general an appropriate channel of communication with said parties.
- 1.2. The Board of Directors of Unieuro S.p.A. - upon the proposal of the Chairman of the Board of Directors, formulated in agreement with the Chief Executive Officer, and having heard the Sustainability Committee - has approved this policy for the management of dialogue with shareholders and other interested parties, as are defined below. This policy also takes into account the engagement policies adopted by institutional investors and asset managers and is in line with the recommendations of the Corporate Governance Code (defined below), to which the Company adheres.
- 1.3. This policy is available for viewing on the Unieuro corporate website in the section “Corporate Governance / Corporate documents and procedures”.

## 2. DEFINITIONS

In addition to other defined terms specifically defined elsewhere in this Policy, the terms defined below shall have the meanings ascribed to them in this article 2. Reference to any defined term in the plural form includes the singular form of that term and vice versa:

<b>Board of Directors (or “Board”)</b>	means the Board of Directors of the Company.
<b>Board of Statutory Auditors</b>	means the control body of the Company.
<b>Chairman</b>	means the Chairman of the Board of Directors of Unieuro S.p.A.
<b>Chief Executive Officer /CEO</b>	means the executive director deemed principal officer responsible for the management of the Company.
<b>Company (or Unieuro)</b>	means Unieuro S.p.A., a company incorporated under Italian law, registered in the register of companies of Forli-Cesena, No. REA 177115, Tax code and VAT number 00876320409 and having its registered office at “Palazzo Hercolani”, via Piero Maroncelli No. 10, Forli.
<b>Company Secretary</b>	means the corporate function responsible, <i>inter alia</i> , to support the Secretary of the Board of Directors.
<b>Corporate Governance Code (or “Code”)</b>	means the version of the Corporate Governance Code in force from time to time as approved by the Corporate Governance Committee set up by Borsa Italiana S.p.A. and other trade associations in the sector.

<b>Dialogue Director</b>	means the director entrusted with managing dialogue with Interested Parties as better described in art. 4.2. of this Policy.
<b>Interested Parties</b>	means current and potential shareholders of the Company, the holders of other financial instruments issued by the Company, institutional investors, asset managers, their advisors (such as proxy advisors and rating agencies) and the Trade Associations to which such parties belong.
<b>Investor Relator</b>	means the manager having ultimate responsibility for the IR Function or any person appointed by such manager.
<b>IR Function</b>	means the corporate Function that performs the investor relation activities within the Unieuro Group.
<b>Law</b>	means any provision whether legislative or regulatory, domestic or international or consolidated guidelines laid down by case law, communication, recommendation or other pronouncement of Consob or the European Securities and Markets Authority (ESMA), as is applicable from time to time in relation to the matters and activities covered by this Policy, including – by way of example – market abuse (including, in particular, the disclosure of any price sensitive information), confidentiality of certain information regarding the Company.
<b>Shareholders' Meeting</b>	means the meeting of the Company Shareholders.
<b>Policy</b>	means the present document which sets out the principles governing dialogue with Interested Parties.
<b>Procedure</b>	means the process of initiation, management and conclusion of dialogue as described in the Policy.
<b>Secretary of the Board of Directors (or "Secretary")</b>	means the Secretary of the Board of Directors, as appointed by said Board.
<b>Sensitive Information</b>	means privileged information pursuant to Law and other information for which a relevant information list has been established or which in any case could potentially become privileged information, or information which is of its nature confidential or in virtue of legal or contractual obligations and commercially sensitive information (by way of mere example information not in the public domain of a strategic nature concerning the commercial conduct of the Company or the Group which, if made accessible to a competitor, could potentially influence the choice of strategies of the competitor).

**Sustainability  
Committee**

means the internal committee of the Board of Directors that carries out propositional and consultative activities for said Board on sustainability matters, by evaluating processes, initiatives and activities so as to oversee Unieuro's commitment to create value in the long term for the benefit of all its stakeholders whilst respecting the environment.

**Unieuro Group**

means the Company and the companies under its control from time to time within the remit of consolidation.

### 3. SUBJECT MATTER AND PURPOSE OF THE POLICY

- 3.1. This Policy shall govern dialogue between the Company and representatives of Interested Parties. It sets forth the rules of the dialogue process, identifies the interlocutors, the topics for discussion and the timing and channels of interaction. Management of any dialogue with said parties not expressly governed hereunder shall continue in accordance with the established initiatives and activities adopted by Unieuro (for example, individual discussions between investors or analysts and the Investor Relator).
- 3.2. Pursuant to the Policy, the Company shall comply with the following general principles when managing dialogue with Interested Parties:
- transparency, correctness, timeliness, fairness and symmetry in the provision of information;
  - distribution to all Interested Parties who need to know the information, by way of the most appropriate means of communication, so as to allow such parties to fully exercise their rights;
  - regular publication of relevant information of an ongoing, periodic or extraordinary nature;
  - commitment and integrity in the process of distribution, communication and management of corporate, information whether or not regulated;
  - compliance with the provisions on market abuse, policies, guidelines and procedures and, in general, the rules of corporate governance laid down by the Company. Compliance under this clause shall moreover take into account the relative Laws in force from time to time, as are applicable to the Company and the Group.
- 3.3. Within the remit of the Policy are the issues relating to: corporate strategies, economic and financial frameworks and dynamics of the Group; corporate governance (appointment and composition of corporate bodies, including requisites on: number of members, professionalism, independence and diversity, content of the report on corporate governance and proprietary shareholdings, as well as that concerning remuneration and recompense paid pursuant to Article 123-ter TUF); sustainability and

environmental issues; shareholder remuneration policies (including dividend policy); internal risk control and management system; relevant extraordinary transactions.

3.4. For the sake of clarity, the following are not within the scope of application of this Policy: information provided to and discussions with shareholders concerning and on occasion of Company meetings; where otherwise governed by Law, the Articles of Association and by the shareholders' meeting regulations (for example: activities related to the presentation of pre-meeting questions, interventions of shareholders at Shareholders' Meetings, presentation of lists of candidates for appointment onto corporate bodies, requests that items be added to the meeting agenda, shareholder support to ensure their participation at Shareholders' Meetings). However, within the scope of this Policy are various contact activities falling within the competence of the Board, such as any clarifications given on proposals for items on the agenda of the Shareholders' Meeting, to the extent such are not governed in a different manner by the Laws governing the corporate meeting process.

3.4.1. Dialogue may be one-way, meaning that the Interested Parties put forward their vision on any specific issue or it may be two-way, meaning an exchange of information between the Interested Parties and the Company.

3.4.2. More specifically, one-way dialogue shall be deemed the more effective process on those occasions in which Interested Parties wish to provide their market vision on relevant issues, but no response is required (thus Company directors or representatives are in listening mode only).

3.4.3. Therefore, the Company shall undertake one-way dialogue, rather than two-way dialogue:

- when Interested Parties wish to give their views on strategic transactions or significant issues still under assessment on the part of the management body (for example, as may occur for the adoption of the industrial plan, during its elaboration phase by the management body pending its subsequent approval and disclosure to the market);
- when Company representatives wish to hear the opinion of Interested Parties whilst reserving the right to decide on the manner and timing of any responses (for example, because the Company is about to adopt a decision for which a better understanding of shareholders' opinions is deemed apposite or in the event of the handling of information deemed potentially sensitive or confidential);
- during the blackout period or any time period during which any public subscription offer or exchange tender offer is in progress in relation to the Issuer's shares.

3.4.4. In all other cases in which the dialogue has as its main objective an effective and immediate exchange of views between the Company and the Interested Parties, the Company shall adopt two-way dialogue, unless a different decision is made by the Board of Directors.

## 4. RESPONSABILITIES

## 4.1. Board of Directors

- 4.1.1. The Board of Directors shall be responsible for dialogue with Interested Parties and shall delegate the effective management thereof, from the operational perspective, to the Dialogue Director, as defined in art. 4.2. of this Policy. In any case, the Board shall carry out a role of direction, supervision and monitoring as concerns Policy application and, more generally, the progress of dialogue with Interested Parties and compliance with the Law. Such activity is without prejudice to the duties conferred on the Chairman of the Board of Directors, as described in art. 4.3. below.
- 4.1.2. Based on the information furnished to the Board of Directors pursuant to art. 5.5. below, the Board shall verify that dialogue with Interested Parties is:
- facilitated and that it permits Interested Parties to exercise their rights in an informed manner;
  - carried out in the interests of the Company and in line with the Unieuro Group sustainable development perspective for the medium to long term.
- 4.1.3. The Board of Directors shall monitor Policy application and any relevant changes in the Law and best practices so as to evaluate any need to amend said Policy.
- 4.1.4. Finally, the entire Board of Directors shall manage dialogue with Interested Parties in the event of any of the scenarios referred to in art. 3.4.1 *et seq.*, unless determined otherwise.

## 4.2. Dialogue Director

- 4.2.1. The Chief Executive Officer of the Company shall be appointed by the Board of Directors as the director designated to operationally manage dialogue with Interested Parties ("**Dialogue Director**"). Such role is without prejudice to those functions pertaining to the Chairman of the Board of Directors as described in art. 4.3. below. The Board of Directors may appoint other directors, either in place of or in addition to said Dialogue Director (each a "**Designated Director**"), on the basis of an assessment to be made case-by-case. The provisions of this Policy governing the Dialogue Director shall apply *mutatis mutandis* to the Designated Director within the remit of his/her performance of such office.
- 4.2.2. The Dialogue Director shall more specifically:
- evaluate, in coordination with the Chairman, any request coming from an Interested Party for the establishment of dialogue with the Company. Such evaluation shall take into account the Company's best interests and establish whether the request shall be accepted or rejected in compliance with the evaluation criteria set forth under art. 6 below. He/she shall give instructions to the Investor Relator to enable said Investor Relator to report back to the Interested Party;
  - create initiatives to allow or facilitate dialogue with Interested Parties;
  - after prior consultation with the Chairman, determine the manner in which the dialogue with Interested Parties shall take place from time to time, ensuring that such manner is in the interests of the Company, for example: decisions on

whether any meetings should be in person or other means of communication are to be used, the number of meetings to be held, the number of attendees;

- examine requests for information from Interested Parties and coordinate the gathering of information from the appropriate corporate structures as are functional to the dialogue with Interested Parties;
- after prior consultation with the Chairman, identify which persons should liaise on behalf of the Company in the dialogue with the Interested Parties, such persons to be chosen from the Directors, General Manager, CFO, any other managers or employees and/or Company external consultants deemed as having the appropriate knowledge and capability to provide information relevant to the specific dialogue with the Interested Parties. Such choice shall be made following discussion with the persons selected for the particular matter to ascertain their effective availability and jointly evaluate the appropriateness and manner of the initiative;
- coordinate with the Chairman on information and updates to be provided to the Board of Directors in relation to the dialogue with the Interested Parties;
- should he/she deem that the circumstances render it opportune (for example, on occurrence of particular circumstances, problems or potential conflicts of interest), the Dialogue Director shall discuss with the Chairman whether or not to invite the Board of Directors to evaluate a request from an Interested Party or any other specific aspects relating to the dialogue with an Interested Party.

### **4.3. Chairman of the Board of Directors**

4.3.1. The Chairman of the Board of Directors shall be granted powers, to be exercised in accordance with this Policy, which he/she may carry out independently in coordination with the Dialogue Director, to manage dialogue with the first five Company shareholders regarding matters on corporate governance.

4.3.2. Without prejudice to other disclosure obligations provided for hereunder, the Chairman shall inform the Dialogue Director of the outcomes of discussions held with the first five Company shareholders in the case the CEO did not personally take part in the dialogue. Should said dialogue also concern topics that are beyond the remit of his/her areas of competence, the Chairman will coordinate with the Dialogue Director, requesting his/her participation to the extent relevant to the Dialogue Director's competence.

4.3.3. In the case of one-way dialogue, the Chairman shall ensure, with the support of the competent corporate functions, that all members of the Board of Directors are involved in the various phases of dialogue management with the Interested Party, and shall determine the operative procedures deemed most appropriate.

4.3.4. The Chairman shall be responsible for the drawing up of any proposed amendments to the Policy as shall be submitted to the Board of Directors.

## **5. MANNER OF DIALOGUE PROCESS**

### **5.1. Preliminary Dialogue Phase**

5.1.1. Dialogue between an Interested Party and the Company may take place following any of the preliminary activities listed below:

**a) Company disclosures to shareholders and the public**

5.1.2. In addition to reports and information required to be disclosed in accordance with the Law, the Company may carry out one or more of the following activities to facilitate the sharing of adequate information with shareholders and the public:

- conference calls or presentations via streaming/webcast on the economic/financial results for the period or other events deemed significant for the Group;
- participation in investor conferences, carrying out roadshows, investor days, site visits or other meetings with one or more shareholders and/or investors (outside the shareholders' meetings provided for by Law);
- interviews given by the Chairman, Chief Executive Officer or other Managers with Strategic Responsibilities to generalist or financial media;
- participation in conferences, conventions or other events, whether or not of the sector, which facilitate the provision of information to shareholder's and the public;
- sending out and/or publication on the Company's corporate website, of newsletters, magazines, videos or other communications - in any format - to periodically update on developments affecting the Group's business.

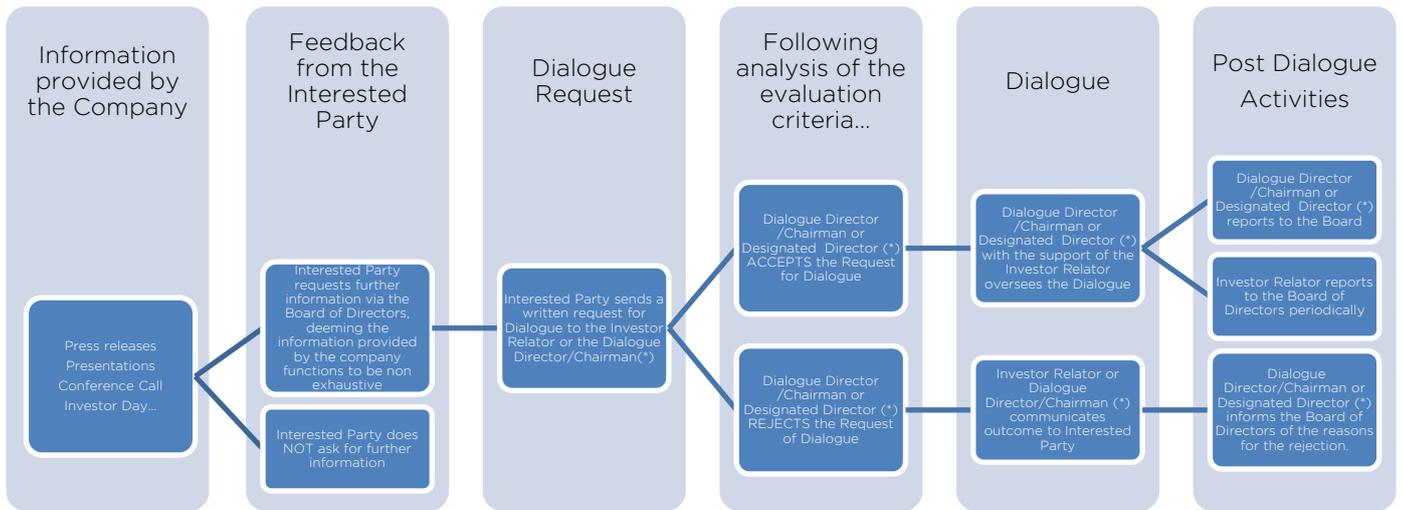
5.1.3. Information regarding reports, events and/or significant transactions and procedures issued by Unieuro on corporate governance matters, shall be disclosed to the public in a timely manner which may be done by publication on the Company's corporate website. Press releases of Unieuro, documentation used during meetings with financial analysts (i.e. presentations), notices to shareholders and/or information and documentation pertaining to items on the agenda of the shareholders' meetings, including the minutes thereof, are viewable on said corporate website.

5.1.4. The IR Function shall coordinate and promote dialogue with Interested Parties by way of those activities envisaged by the previous art. 5.1.2 of this Policy. One or more Company: Directors and/or managers and/or consultants may also take part with the support of the competent company functions, strictly on request of the person managing the dialogue.

5.1.5. Upon receipt of the information provided by the Company, the Interested Party may:

- be satisfied with the information provided, or
- deem the information provided by the company functions as non-exhaustive and thus deem it appropriate to initiate dialogue with the Board of Directors. In this case, the Interested Party may initiate the "Request Dialogue" phase described herein.

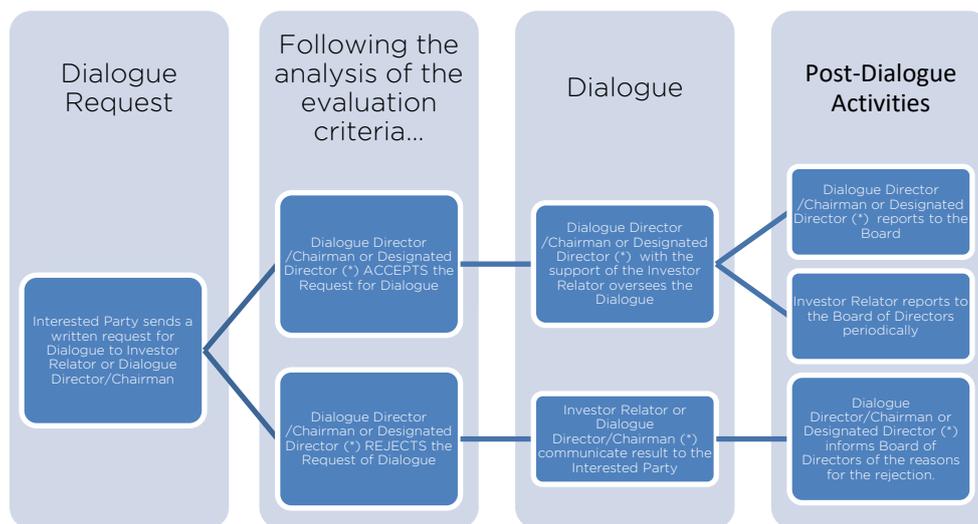
5.1.6. On initiation of the Dialogue Procedure, in relation to the information provided by the Company, the Procedure flow process shall be that set forth in the chart below:



(\*) depending on the required activity subject matter of the Dialogue

**b) Request on independent initiative of an Interested Party**

- 5.1.7. An Interested Party may independently put forward a Dialogue request to the Board of Directors. If deemed necessary, this may be put forward in scenarios not provided for under letter a) above. In such case, the Procedure shall apply as of the "Dialogue Request" phase since the independent initiative must adhere to the provisions of this Policy as regards the formalities and manner for initiation provided for hereunder.
- 5.1.8. Upon activation of the Dialogue Procedure on independent initiative of an Interested Party, the Procedure flow process shall be that set forth in the chart below:



(\*) depending on the required activity subject matter of the Dialogue

**c) Request on independent initiative of the Company**

- 5.1.9. The Company may put forward a Dialogue request on its own initiative, on request of the Dialogue Director in all cases, or on request of the Chairman within the remit of his/her competencies. This shall be undertaken by way of a meeting, at which one or

more Company: Directors and/or managers and external consultants may take part, in the cases and in the manner provided hereunder and with the support of the other competent corporate functions.

- 5.1.10. A Dialogue request initiated by the Company shall be sent by the Investor Relator to the competent structures of the addressee Interested Party. The Investor Relator shall promptly inform the Dialogue Director and the Chairman of the Board of the transmission of said request, copying the Company Secretary in the communication.

## 5.2. Dialogue Request

- 5.2.1. Any Dialogue request made by an Interested Party shall in the first instance be addressed to the Investor Relator, using the references and contact methods indicated in the "Investor Relations / IR Contacts" section of the Company's corporate website.

- 5.2.2. A dialogue request may also be sent directly to the Chairman or Dialogue Director, provided it is subsequently confirmed in writing, and may be managed directly by said officers within the scope of their respective competences and in compliance with the disclosure/coordination obligations vis-à-vis corporate bodies envisaged hereunder. The Chairman and/or Dialogue Director may in any case avail of support from the IR Function. The Dialogue Director and Chairman shall evaluate the Dialogue request in accordance with the criteria set out in art. 6 and shall move to provide post-dialogue information provided for under the "Post-Dialogue Activities" phase of the Policy.

- 5.2.3. Should a Director or member of the Board of Statutory Auditors receive a request for any meeting or information from an Interested Party, he/she shall promptly inform the Dialogue Director and Chairman who shall in turn inform the Secretary of the Board and Investor Relator so as to apply the provisions hereunder commencing as of the "Acceptance or Rejection of Dialogue" phase pursuant to art. 5.3.

- 5.2.4. The request must specify, at minimum, the following:
- topic/s to be discussed in the context of the dialogue;
  - reasons for which the Interested Party wishes to establish dialogue with the Board of Directors, indicating, if appropriate, other forms of dialogue in which the Interested Party has previously participated and the reasons for which these were considered insufficient;
  - representatives of the Interested Party who wish to participate in the dialogue, specifying the roles they hold within the organisation of said Interested Party and their contact details;
  - approximate dates and times of availability of the Interested Party desirous to carry out the dialogue.

- 5.2.5. In order to make the most appropriate assessment, the Company is entitled to request, including in writing, further information from the Interested Parties.

- 5.2.6. The Investor Relator shall monitor dialogue requests received from Interested Parties. On the occurrence of any updates, he/she shall promptly inform the Dialogue Director

and Chairman of the Board thereof, copying in the Company Secretary, thus ensuring a timely flow of information to the Chairman and the Dialogue Director.

### 5.3. Acceptance and rejection of a Dialogue Request

- 5.3.1. Irrespective of the channel used by an Interested Party to establish dialogue with the Company, the dialogue request shall be sent to the Dialogue Director who shall manage it in accordance the procedure described below. Should the dialogue request be received from any of the first five shareholders and pertain partially or exclusively to corporate governance matters, the Dialogue Director shall liaise with the Chairman to initiate the dialogue in line with the process and assessment criteria set forth in this article 5 and in article 6 below.
- 5.3.2. The Dialogue Director or the Chairman, as appropriate, shall, with the support of the Investor Relator and any other competent functions, assesses whether to:
- accept the dialogue request dialogue or commence dialogue in accordance with the criteria set forth in art. 6 below, performing any consequent activity deemed necessary or appropriate, including those set forth in article 5.4. below, and may establish that, for reasons of expediency, the dialogue be carried out in a different manner than that requested by the Interested Party;
  - reject accept the dialogue request taking into account the best interests of the Company and on the basis of the evaluation criteria referred to in art. 6 and/or any other circumstance deemed of relevance which may include any case in which the dialogue request concerns Sensitive Information and/or the dialogue is to take place during any blackout period provided for by internal Company regulations and/or by Law.
- 5.3.3. Should the Dialogue Director deem that the circumstances so require (for example, in the event of particular circumstances or problems or potential conflicts of interest), he/she shall discuss with the Chairman whether to involve the Board of Directors in the evaluation of the request from an Interested Party or in any other specific aspects relating to the dialogue with said Interested Party.
- 5.3.4. The power of the Board of Directors to decide whether or not to establish dialogue with one or more Interested Parties, remains unaffected.
- 5.3.5. In case a dialogue request is rejected, the Investor Relator shall note the reasons for the rejection which he/she shall communicate to the Interested Party which requested the dialogue. In the event that the dialogue request was received by the Dialogue Director or the Chairman of the Board of Directors, said officers may, within the scope of their competencies, independently notify the rejection. The Chairman of the Board of Directors, upon the recommendation of the Dialogue Director, shall provide reasons for such rejection at the very next sitting of the Board of Directors.

### 5.4. Conduct of dialogue

- 5.4.1. Upon acceptance of a dialogue request or on commencement of dialogue, the Dialogue Director or Chairman, with the support of the Investor Relator and, if necessary, of any other competent functions:

- shall determine the specific manner in which the dialogue shall be carried out;
- shall ensure adequate preparation for meetings with the Interested Parties, coordinating the information flows and the collection by the competent corporate structures, of the information necessary for participation at the meetings;
- may adopt those measures deemed most appropriate to safeguard the confidentiality of Sensitive Information (for example, requiring Interested Parties to commit to confidentiality undertakings prior to dialogue commencement);
- depending in the manner of conducting the meeting, the topics under discussion and/or requests received from Interested Parties, the Chairman, other directors and/or managers of the Company who have the knowledge and skills most suitable for providing information relevant to the dialogue and, possibly, external consultants of the Company may be invited to participate in the dialogue.

## 5.5. Post dialogue activity

- 5.5.1. In accordance with the Law and recommendations of the Code, the Chairman shall ensure that the Board of Directors is informed, at its very next sitting and periodically thereafter, on the development and relevant content of dialogue with Interested Parties. The Board of Statutory Auditors shall be informed at those meetings of the Board of Directors which it habitually attends.
- 5.5.2. Furthermore, the Investor Relator shall prepare a periodic report, at minimum on a six-monthly basis, describing the activities carried out by the IR Function.

## 6. EVALUATION CRITERIA

- 6.1.1. In order to decide whether to accept or reject a dialogue request or whether to initiate dialogue, and for the purpose of establishing the relative manner of procedure, the Dialogue Director or the Chairman if appropriate, shall assess, on a case-by-case basis in line with the best interests of the Company and take into consideration certain factors, by way of example and not by way of limitation:
- compliance with any relevant legal, regulatory and/or self-regulatory limits;
  - relevance of the topics with those issues referred to under art. 3.3. above, the level of seriousness of the request and the significance of the subject matter, also considering the relevance of the specific dialogue request and its envisaged utility, mindful of previous dialogue experiences;
  - potential interest in the topic up for discussion to a large number of Interested Parties, relevant groups of Interested Parties and/or the market;
  - the conduct of the Interested Party requesting the dialogue in previous interactions with the Company, other dialogue/s and/or other corporate events;
  - the size, characteristics and nature of the requesting Interested Party or the recipient of the dialogue and the nature and strategy of the investment of said parties;
  - the envisaged approach of the requesting Interested Party as concerns the topics pertaining to the dialogue request, also taking into account the engagement policies adopted by institutional investors and asset managers, with particular regard to investments and corporate governance;

- the characteristics of positions previously taken and/or engagement initiatives actually implemented by the Interested Party vis-à-vis the Company or other issuers, including: the type and content of types of engagement previously adopted; any situations of conflict of interest, including where potential.

## **7. INFORMATION FURNISHED IN THE CONTEXT OF DIALOGUE**

- 7.1.1. Information to Interested Parties shall be provided in conformance with the principles established by and within the limits laid down by Law, including as regards the prohibition on selective communications, Sensitive Information and equal treatment of holders of listed financial instruments as referred to under article 92 TUF and - in general terms - in accordance with legislation on the prevention of market abuse and the disclosure of privileged information.
- 7.1.2. The Company shall ensure that no relevant information shall be disclosed (meaning information as could become privileged in the future). The non-disclosure obligation also applies to information that is considered confidential due to its nature or due to contractual obligations and any information disclosure which may harm corporate interests. For such purpose, the Company may carry out any necessary or appropriate activity, including but not limited to:
- publishing press releases;
  - bringing legal action to protect its interests;
  - requiring any Interested Party to sign a confidentiality undertaking prior to establishing any dialogue.
- 7.1.3. Interested Parties are liable for any use of information received from the Company which constitutes a breach of legal obligations or which is detrimental to the interests of the Group or those of third parties.
- 7.1.4. Information provided by the Company shall be proportionate and sufficient with respect to the request of the Interested Party and shall strictly relate to the topic for which the Interested Party has requested that dialogue be established, also taking into account the interests of Unieuro Group and the limitations referred to under art. 7.1.1. above. All such information shall be correct and consistent with information already disclosed by the Company to the public.
- 7.1.5. Documentation made available to Interested Parties and information provided by the Company during dialogue may be published on the Company's corporate website in the "Investor Relations / Results and Presentations" section.