



*Unieuro S.p.A. – Registered office in Forlì, Palazzo Hercolani, Via Piero Maroncelli, 10  
Share Capital Euro 4,139,724.20 fully paid-up  
Registration Number with the Companies' Register of Forlì-Cesena and Tax Code 00876320409*

## **REPORT ON CORPORATE GOVERNANCE AND PROPRIETARY SHAREHOLDINGS**

**pursuant to art. 123-bis of Legislative Decree no. 58 of 24 February 1998**

Traditional management and control model

**Issuer:** Unieuro S.p.A.  
**Website:** [www.unieurospa.com](http://www.unieurospa.com)

**This Report refers to the Financial Period:** closed on 28 February 2023

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## 1. DEFINITIONS

<b>Articles of Association</b>	The Articles of Association of the Company approved at the extraordinary Shareholders' Meeting of 12 December 2016, as amended and supplemented.
<b>Board/Board of Directors</b>	The Issuer's Board of Directors.
<b>Board of Statutory Auditors</b>	The Company's Board of Statutory Auditors.
<b>Borsa Italiana</b>	Borsa Italiana S.p.A. with its registered office in Milan at Piazza degli Affari No. 6
<b>Civil Code</b>	The Italian Civil Code.
<b>Consob</b>	The national commission on companies and the stock exchange, based in Rome at Via G.B. Martini, No. 3.
<b>Consob Related Parties Regulation</b>	The Regulation on transactions with related parties approved by Consob with Resolution No. 17221 of 12 March 2010, as subsequently amended and supplemented.
<b>Control and Risk Committee</b>	The committee set up within the Board of Directors in compliance with the Recommendations of the Corporate Governance Code.
<b>Corporate Governance Code</b>	The Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee (and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria).
<b>EXM STAR:</b>	Euronext STAR Milan – formerly Mercato Telematico Azionario - STAR Segment - organised and operated by Borsa Italiana S.p.A.
<b>Financial Year</b>	The financial year of the Company is from 1 March 2022 to 28 February 2023.
<b>Instructions to the Stock Market Regulations</b>	The Instructions to the Regulations of the Markets organised and operated by Borsa Italiana S.p.A.
<b>Issuer / Company / Unieuro</b>	Unieuro S.p.A., with its registered office in Forlì at via Piero Maroncelli 10, 47121-Forlì.
<b>Issuer Regulation</b>	The Regulation approved by Consob with resolution 11971 of 1999 on issuers, as subsequently amended and supplemented.
<b>Italian Consolidated Finance Act/TUF</b>	Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented.

<b>MAR</b>	Regulation (EU) No. 596/2014 on market abuse as subsequently amended.
<b>Related-Party Committee</b>	The committee for related party transactions, set up within the Board of Directors pursuant to the Consob Related Parties Regulation.
<b>Remuneration and Appointments Committee</b>	The committee set up within the Board of Directors in compliance with the Recommendations of the Corporate Governance Code.
<b>Remuneration Report</b>	The report concerning the policy for remuneration and recompense paid prepared pursuant to article 123-ter TUF and article 84- <i>quater</i> of the Issuer Regulation.
<b>Report</b>	The present report on corporate governance and proprietary shareholdings that the companies are required to draw up, pursuant to article 123- <i>bis</i> TUF.
<b>Self -Regulation Code</b>	The Code of Self-Regulation for listed companies approved in July 2018 by the Corporate Governance Committee (and approved by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime e Confindustria).
<b>Shareholders' Meeting</b>	The Company Shareholders' meeting.
<b>Stock Market Regulation</b>	The Regulation of the Markets organised and operated by Borsa Italiana S.p.A.
<b>Sustainability Committee</b>	The internal committee of the Board of Directors established in compliance with the Recommendation 1 lett. a) of the Corporate Governance Code.
<b>Trading Start Date</b>	The first day on which the shares of Unieuro were traded on the Electronic Stock Exchange STAR Segment (now Euronext STAR Milan), organised and managed by Borsa Italiana S.p.A., <i>i.e.</i> , 4 April 2017.

## 2. INTRODUCTION

Since 4 April 2017, Unieuro ordinary shares have been traded on the Euronext STAR Milan market – STAR segment – organised and managed by Borsa Italiana S.p.A.

This report on corporate governance and proprietary shareholdings (“**Report**”) aims at providing a general and complete overview of the corporate governance system adopted by Unieuro S.p.A. (“**Unieuro**” “**Company**” or “**Issuer**”).

Unieuro adheres to the Corporate Governance Code in force as at the date of the Report and applicable to the financial period 2021/2022, which is accessible to the public on the website of the Corporate Governance Committee at the following page: <https://www.borsaitaliana.it/comitato-corporate-governance/homepage/homepage.en.htm>.

In compliance with the legal and regulatory<sup>1</sup> requirements on this topic in line with the guidelines and recommendations of Borsa Italiana S.p.A. (“**Borsa Italiana**”), this Report contains information on the proprietary shareholdings and on Unieuro's adherence to the Corporate Governance Code, explaining the choices made in the application of the self-regulatory principles, as well as the corporate governance practices actually applied and following the indications referred to in the “Format for the report on corporate governance and the structure of ownership” drawn up by Borsa Italiana (Edition IX January 2022).

Please note that, in the Management Report which forms a part of Unieuro's Annual Financial Report relating to the 2022/2023<sup>2</sup> year, there is a chapter on Governance which describes the corporate governance system of Unieuro whereas for further information on the topic of remuneration, we invite you to view the Report concerning remuneration and recompense paid<sup>3</sup>, published in the manner and within the timescales envisaged by current legislation.

The information contained in this Report relates to the financial year ended 28 February 2023 and, in relation to specific issues, has been updated to the date of the Board of Directors that approved it.

The Report was approved by the Board of Director on 9 May 2023 and can be consulted on the Company's corporate website [www.unieurospa.com](http://www.unieurospa.com), in the Section “Corporate Governance / Shareholders’ Meeting / Shareholders’ Meeting 2023”.

<sup>1</sup> Article 123 *bis* TUF.

<sup>2</sup> Published on the Company's corporate website: [https://unieurospa.com/en/\\_home/](https://unieurospa.com/en/_home/), section “Investor Relations / Reports”.

<sup>3</sup> Published on the Company's corporate website <https://unieurospa.com/en/home/> section “Corporate Governance / Shareholders’ Meetings / Shareholders’ Meeting 2023”.

## 1. ISSUER PROFILE

Today Unieuro is the Italian market leader in distribution of consumer electronic products and household appliances thanks to its steady growth over the last fifteen years due to a combination of consolidation of its reference market and organic growth.

As of the date of this Report, Unieuro is operating on a national scale through the following distribution channels: (i) its retail channel consisting of 278 stores distributed throughout city centres and in high-affluence shopping centres located mainly in northern and central Italy; (ii) its online channel strengthened by the unieuro.it digital platform and the pure digital player Monclick; (iii) its indirect channels consisting of 255 sales outlets managed by third-party associated businesses; (iv) its business-to-business channel focused on wholesale sales to professional clients.

The Issuer's business model is based on an omnichannel business strategy, enabling it to exploit the opportunities of integration between physical sales outlets and the online channel. Therefore, the Issuer operates as a single Strategic Business Unit within which all services and products offered flow together. This approach is supported: (i) by the model of operational control of the Issuer which considers the entire business as a whole, irrespective of individual distribution channels, product lines, or geographic spread, and (ii) by the capillary network of sales outlets, which is distributed over the territory both in terms of location, following the principle of proximity and closeness to customers, as well as in functional terms, using different formats at the individual sales outlets in order to satisfy the preferences of each customer category.

The goal of the Company is to create a personalized shopping experience aimed at eliminating the spatial limits of individual physical sales outlets and aimed on rebuilding individual preferences of the customer.

The Company has adopted a corporate governance system in line with the legal and regulatory provisions applicable to it: the central role of the Board of Directors and the objectives of proper management of any eventual situations of conflict of interest, as well as of efficiency of the internal control system and of transparency in relation to the market are highlighted.

Unieuro adopts a so-called 'traditional' management system, which enhances the role of the Board of Directors as an executive body, whereas the audit function is delegated to the Board of Statutory Auditors. The governance structure and the overall organizational structure are also in line with the goals of maximizing management efficiency and creating ever greater value for all shareholders.

The Company's corporate bodies are the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors. The powers and operating methods of the corporate bodies are governed by law, by the Articles of Association and by the resolutions adopted by the appropriate bodies, as the case may be.

The Board of Directors has set up four internal committees with consultative and proposal functions, being the Remuneration and Appointments Committee, the Control and Risk Committee, the Sustainability Committee, and the Related Party Transactions Committee to which the tasks and functions provided for by Corporate Governance Code and, as for the Related Party Transactions Committee, also by Consob Related Parties Regulation are entrusted.

By resolution adopted on 12 December 2016, the Shareholders' Meeting of the Issuer conferred on the Independent Audit Firm the mandate to undertake the statutory audit of the financial statements for the financial years ending from 28 February 2017 to 28 February 2025 pursuant to articles. 14 and 16 of Legislative Decree No. 39 of 27 January 2010 and for the auditing tasks limited to the interim half-yearly financial statements for the half-yearly periods ending from 31 August 2017 to 31 August 2024. Taking into consideration the further activities requested by the Independent Auditors as a result of, inter alia, the



acquisition of the equity investment in Monclick S.r.l., the Issuer appointed the Independent Auditors to conduct the statutory audit of the consolidated financial statements for the financial years ending from 28 February 2017 to 28 February 2025, and the limited audit of the abbreviated, half-year consolidated financial statements for the half-years ending between 31 August 2017 and 31 August 2024.

The Issuer's ordinary shares have been traded on the Euronext STAR Milan market, as of 4 April 2017.

The "sustainable success" objective is that which guides the actions of the Board of Directors. The growing focus on the interdependency between company success and its role in social issues has led Unieuro to adopt a strategic approach to sustainability, mindful of the importance thereof as an essential asset for the company's competitiveness in the medium-long term and as a tool for creating value to the benefit of shareholders that takes into account the interests of other key stakeholders.

In order to fully integrate environmental, social and governance factors into the Group's business model and strategies (see Section 4.1 below), into its remuneration (see Section 8 below) and into the system of internal control and risk management (see Section 9 below), the monitoring of ESG issues has been further reinforced during the year and a Sustainability Plan (2022-2026) has been drawn up.

At the governance level, following the establishment in late 2020 of the intra-board Sustainability Committee (see Section 6 below), to formalise the Group's commitment in the ESG field and render the Group's approach to sustainability more organic and structured, in view of the establishment of a cross-functional Sustainability Committee during 2021, a Sustainability Plan has been drawn up. Its timeframe coincides with that of the Strategic Plan. In addition to being the principal management tool for planning and supervising those projects linked to sustainable matters, said Plan also offers a set of possible performance indicators as may become future sustainability targets to which the medium-long term remuneration of company management is linked.

For more information on these initiatives, the activities carried out and the progress thereof in the remit of sustainability, please refer to the Consolidated Non-Financial Statement ("NFS") drawn up pursuant to Legislative Decree 254/2016 and available on the Company's corporate website in the section "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023".

It should be noted that, as of the date of this Report, also for the purpose of applying certain rules on corporate governance and proprietary shareholdings envisaged by the TUF, Unieuro falls within the definition of small and medium sized enterprises pursuant to article 1, paragraph 1, lett. *w-quater*.1) TUF and article 2-ter of the Listing Code<sup>4</sup>, as stated in the list published by Consob and last updated in January 2023<sup>5</sup>.

With reference to the categories set forth in the Corporate Governance Code, Unieuro – based on its capitalisation and its ownership structure respectively – is not classified as "large company" nor a "concentrated ownership company". Notwithstanding that, Unieuro decided not to take advantage of the flexibility options recognized by the Corporate Governance Code for "non-large" and "non-concentrated ownership" companies, with the sole exception of the Lead Independent Director whom the Board of

<sup>4</sup> Pursuant to article 1, paragraph 1, lett. *w-quater*.1) TUF, "PMI" are defined as: "without prejudice to the provisions of other legal provisions, small and medium-sized enterprises, issuers of listed shares, whose turnover, including prior to their shares being admitted to trading, is less than EUR 300 million or which have a market capitalisation of less than EUR 500 million." Issuers of listed shares exceeding both of these limits for three consecutive years are not considered as PMI. Consob establishes by regulation the implementing provisions concerning said letter, including the disclosure requirements for such issuers in relation to the acquisition or loss of PMI status. Consob publishes the list of PMI on its website on the basis of the information provided by issuers.

<sup>5</sup> More specifically, for PMI classification purposes, Unieuro's values are:

- Capitalisation as at 28 February 2023: Euro 232.0 million
- Consolidated turnover for the year ending 28 February 2023: Euro 2,884.3 million

Directors decided not to appoint, being the conditions set forth in Recommendation No. 13 of the Corporate Governance Code, as detailed in Section 4.8 below, not met.

## 2. INFORMATION ON THE PROPRIETARY SHAREHOLDINGS (PURSUANT TO ARTICLE 123-BIS, PARA. 1, TUF)

### a) Structure of the share capital (pursuant to art. 123-bis, paragraph 1, letter a) TUF)

At the date of this Report, the subscribed and paid-up share capital of Unieuro is Euro 4,139,724.20 divided into 20,698,621 ordinary shares with no par value, of which 600,000 shares carry no voting rights - due to their suspension pursuant to article 2357-ter, paragraph 2 of the Civil Code since they are Company treasury shares - and 20,098,621 shares carrying voting rights.

There are no categories of shares other than ordinary shares<sup>6</sup>.

### b) Restrictions on the transfer of securities (pursuant to art. 123-bis, paragraph 1, letter b) TUF)

No restrictions on the transfer of the Company's shares, limits on share ownership or approval conditions to access the shareholding structure are envisaged, with the exception of the 24-month lock-up commitment as regards shares allocated to Executive Directors /Managers with Strategic Responsibilities pertaining to the medium-long term variable incentive plans "2020-2025 Performance Shares Plan" and "2023-2028 Performance Shares Plan".

### c) Relevant equity interests in the share capital (pursuant to art. 123-bis, paragraph 1, letter c) TUF)

Unieuro is a fully-fledged public company. Such status was acquired following the gradual withdrawal from capital of Rhône private equity which, thanks to the initial public offer on the Italian Stock Exchange (April 2017) and three subsequent placements (September 2017, November 2019 and January 2020), ceased its shareholding in Unieuro which was initially 70.5% of the capital.

In September 2020, Mr. Giuseppe Silvestrini reported that the 3% investment threshold in the Issuer's capital had been exceeded in the previous month of April and thus announced that he directly and indirectly holds 4.3% of Unieuro capital.

The public float was further expanded on 14 January 2021, following the sale on the market through an accelerated book-building procedure concerning 7.17% of the capital in Unieuro originally owned by Dixons Carphone plc through Alfa S.r.l.

On 6 April 2021, the telecommunications operator Iliad S.A. announced that it has acquired a shareholding of approximately 12% of the share capital of Unieuro.

Unieuro's Board of Directors periodically ascertains its classification as a public company monitoring the existence of any related party control relationships.

Below are the percentages of Unieuro ordinary shares owned at the date of this Report, both directly and indirectly, by shareholders or by parties at the peak of the holding chain who have declared a significant holding threshold (at least equal to 5%) to have been exceeded pursuant to article 120 TUF and the Consob

<sup>6</sup> Shares reported in the last share capital certificate filed with the Chamber of Commerce.

Issuers' Regulations; said percentages are updated to the best of the Company's knowledge based on the information available:

DECLARANT	DIRECT SHAREHOLDER	NUMBER OF ORDINARY SHARES	% OF ORDINARY SHARE CAPITAL	% OF VOTING SHARE CAPITAL
Iliad S.A.	<ul style="list-style-type: none"> <li>Iliad Holding S.p.A.</li> <li>Iliad S.A.</li> </ul>	2,520,374	12.18%	12.18%
Amundi Asset Management	Amundi SGRpa	1,707,619	8.25%	8.25%
<u>Giuseppe Silvestrini</u>	<ul style="list-style-type: none"> <li><u>Victor S.r.l.</u></li> <li><u>Monte Paschi Fiduciaria S.p.A.</u></li> <li><u>Giuseppe Silvestrini</u></li> </ul>	<u>1,290,620</u>	<u>6.235%</u>	<u>6.235%</u>

#### d) Securities that confer special rights (pursuant art. 123-bis, paragraph 1, lett. d) TUF)

No securities that confer special rights of control have been issued. Nor are there any special rights holders as envisaged by the laws and statutory provisions in force.

#### e) Shareholding by employees: mechanisms for exercising voting rights (pursuant to art. 123-bis, comma 1, lett. e) TUF)

There is no mechanism that would exclude or limit the direct exercise of voting rights by the beneficiaries of the incentive plans of the Company, specifically: (i) of the stock option plan of 6 February 2017 entitled "Long Term Incentive Plan 2018-2025"; (ii) of the equity incentive plan of 17 December 2020 entitled "2020 – 2025 Performance Share Plan" and/or (iii) of the equity incentive plan of 21 June 2022 entitled "2023-2028 Performance Share Plan".

For further information, please see the first section of the Report concerning the policy for remuneration and recompense paid drawn-up pursuant to article 123-ter TUF made available to the public within the timelines and in the manner provided for by the laws and regulations in force.

#### f) Restrictions on voting rights (pursuant to art. 123-bis, paragraph 1, letter f) TUF)

No restrictions on voting rights of shareholders are envisaged save for: the terms and conditions governing the right to attend and vote at the Shareholders' Meeting referred to in the below Paragraph 13.1 of this Report and; restrictions on voting rights pursuant to article 2357-ter, paragraph 2 Civil Code (suspended voting rights) on Company's treasury shares as better described in Paragraph 2 a) of this Report.

**g) Agreements between shareholders (pursuant art. 123-bis, paragraph 1, letter g) TUF)**

At the date of this Report, no agreements between shareholders pursuant to article 122 TUF have been notified to the Company.

**h) Change of control clauses (pursuant to art. 123-bis, paragraph 1, lett. h) TUF) and Articles of Association provisions on the subject of public tender offers (PTO) (pursuant to art. 104, paragraph 1-ter e 104-bis, paragraph 1, TUF)**Change of control clauses

On 3 January 2021, the Company entered into of four different medium and long-term revolving cash loan agreements, respectively with: (i) Unicredit S.p.A, for the amount of Euro 50,000,000.00 ("UCI Credit Line"); (ii) Intesa San Paolo S.p.A. for Euro 40,000,000.00 ("ISP Credit Line"); (iii) Banco BPM S.p.A., for Euro 30,000,000.00 ("BBPM Credit Line") and (iv) Credit Agricole Italia S.p.A., for Euro 30,000,000.00 ("CAI Credit Line"). Pursuant to such loan agreements, "Change of Control" means:

*“the occurrence of any of the following circumstances: (a) one or more persons acting individually or in concert with third parties acquire - whether directly or indirectly - (x) the majority of the voting rights at the ordinary and extraordinary shareholders' meetings of the Beneficiary; and/or (y) the right to determine the composition of the majority of the board of directors or the equivalent administrative body of the Beneficiary; (b) following the purchase of shares of the Beneficiary on the market, a total public offer on the shares of the Beneficiary is required to be, and is, made.*

*In the event of a Change of Control, the Beneficiary shall repay the loan in full to the Finance Parties under the Finance Documents together with interest thereon and any other amounts due up to that time, such payment to be made within 5 (five) Business Days of the occurrence of such event, and in any event, the Final Maturity Date shall not be exceeded”.*

Without prejudice to the above, the Company, within the remit of its commercial activities, is party to trade agreements which, as is customary (*i.e.*, business leases, real estate leases, supply agreements etc.), include the right for one or both parties to terminate or withdraw from the agreement, if there is a direct or indirect change in control involving the other party.

Articles of Association provisions on the subject of public tender offers

The Issuer's Articles of Association do not contain provisions that derogate from the passivity rule set forth in article 104, paragraphs 1 and 1-bis TUF nor provisions that provide for application of the neutralization rules provided for in article 104-bis, paragraphs 2 and 3 TUF.

**i) Delegated powers to increase the share capital and authorisations to acquire treasury shares (pursuant to art. 123-bis, paragraph 1, letter m) TUF)**

At the Extraordinary Shareholders' Meeting held on 17 December 2020, the Shareholders resolved, pursuant to articles 2443 and 2349 Civil Code, that the Board of Directors be granted powers pursuant to articles 2443 and 2349 Civil Code to increase the share capital on a gratuitous basis for a period of five years to run as of the date of the relative resolution, in order to implement the “2020-2025 Performance Share Plan”. It was envisaged that such capital increase may take place in one or more tranches up to a maximum amount of Euro 180,000.00 to be imputed in full to capital by way of a new share issuance of up to 900,000 ordinary

Unieuro Shares with no express indication of their par value, such new shares: having the same characteristics as the Unieuro ordinary shares already in circulation and carrying regular dividend rights. A commensurate maximum amount of the profits/profit reserves reported in the last financial statement approved from time-to-time was to be earmarked to that end, within the term, on the conditions and in the manner provided for in the “2020-2025 Performance Share Plan”.

On 14 October 2021 the Board of Directors made a partial exercise of said powers as were granted at the Extraordinary Shareholders' Meeting of 17 December 2020, and resolved to increase the share capital on a gratuitous basis by Euro 1,750.00 by issuing 8,750 ordinary shares, with no express indication of par value. Such shares have the same characteristics as those already in circulation and carry regular dividend rights in favour of Mr. Italo Valenti (who held office as Chief Financial Officer until 1 June 2021) as beneficiary of the 1<sup>st</sup> Cycle of the 2020-2025 Performance Share Plan.

At the ordinary Shareholders’ Meeting held on 17 December 2020, the Shareholders authorised the Board of Directors to buy back, in one or more tranches, a maximum number of ordinary shares in Unieuro not exceeding 10% of the share capital (which was - as at the date the relative explanatory report was presented to the Shareholders - a maximum of 2,000,000). The authorisation envisaged that: Such buy back would be effected in one or more tranches within 18 (eighteen) months of the date the resolution was passed and in any manner envisaged by the combined provisions of article 132 TUF and article 144-*bis* Issuers' Regulations, taking into account the specific exemption provided for by paragraph 3 of article 132 TUF and, in any case, in any other manner permitted by the legal and regulatory provisions in force from time to time. Said authorisation was also required to take into account the procedures and operating limits of the MAR, including market practices permitted pursuant to article 13 MAR, the Delegated Regulation (EU) No. 1052 of 8 March 2016 ("**Delegated Regulation**") and the applicable general and sector legislation (including the provisions referred to in Regulation (EU) 2019/2115 or provided for by CONSOB or ESMA).

The shares’ purchase unit price was to be for consideration not lower than a minimum of 10% and not higher than a maximum of 10% of the share reference price recorded in the trading session on the stock exchange of the day preceding each individual transaction. Any such buy back was to be in compliance with applicable EU law and accepted applicable market practices from time to time. Moreover, the shares’ purchase price was required to comply with the provisions of article 3 paragraph 2 Delegated Regulation 2016/1052/EU which, with reference to the date on which the explanatory report of the Board of Directors was presented to the Shareholders, refers to a price not higher than the higher of the price of the last independent trade and the then highest current independent purchase bid on the trading venue where the purchase is carried out or in conformity with the regulations in force from time to time.

Following completion of the Share Buy Back Programme resolved on by the Board of Directors on 11 November 2021, as of the closing date of the Financial Year, Unieuro holds 600,000 treasury shares, equal to 2.9% of its share capital.

At the Extraordinary Shareholders’ Meeting held on 21 June 2022, the Shareholders resolved, pursuant to articles 2443 and 2349 Civil Code, that the Board of Directors be granted powers pursuant to articles 2443 and 2349 Civil Code to increase the share capital on a gratuitous basis for a period of five years to run as of the date of the relative resolution, in order to implement the “2023-2028 Performance Shares Plan” up to a maximum amount of Euro 180,000.00 to be fully allocated to share capital, through the issuance of a maximum of 900,000 Unieuro ordinary shares with no express indication of par value. Such shares shall have the same characteristics as those already in circulation and carry regular dividend rights. A corresponding maximum amount of profits and/or profit reserves as reported in the latest financial statements approved

from time to time shall be imputed for the issuance in conformance with the terms, conditions and procedures provided for in the "2023-2028 Performance Shares Plan".

Without prejudice to the foregoing, as at the date of this Report, no director has been granted powers to make a capital increase in one or more tranches, nor is any director empowered to issue convertible bonds, whether for ordinary shares or savings yielding share option rights.

At the above-mentioned Shareholders' ordinary meeting held on 21 June 2022, the Shareholders authorised the Board of Directors to buy back, in one or more tranches, a maximum number of ordinary shares in Unieuro not exceeding 10% of the share capital (which was - as at the date the relative explanatory report was presented to the Shareholders - a maximum of 2,000,000 shares). The authorisation envisaged that: Such buy back would be effected in one or more tranches within 18 (eighteen) months of the date the resolution was passed and in any manner envisaged by the combined provisions of article 132 TUF and article 144-*bis* Issuers' Regulations, taking into account the specific exemption provided for by paragraph 3 of article 132 TUF and, in any case, in any other manner permitted by the legal and regulatory provisions in force from time to time. Said authorisation was also required to take into account the procedures and operating limits of the MAR, including market practices permitted pursuant to article 13 MAR, the Delegated Regulation (EU) No. 1052 of 8 March 2016 ("Delegated Regulation") and the applicable general and sector legislation (including the provisions referred to in Regulation (EU) 2019/2115 or provided for by CONSOB or ESMA).

The shares purchase unit price was to be for consideration not lower than a minimum of 10% and not higher than a maximum of 10% of the share reference price recorded in the trading session on the stock exchange of the day preceding each individual transaction. Any such buy back was to be in compliance with applicable EU law and accepted applicable market practices from time to time. Moreover, the share purchase price was required to comply with the provisions of article 3 paragraph 2 Delegated Regulation which, with reference to the date on which the explanatory report of the Board of Directors was presented to the Shareholders, referred to a price not higher than the higher of the price of the last independent trade and the then highest current independent purchase bid on the trading venue where the purchase is carried out or in conformity with the regulations in force from time to time.

For further information on the above matter, please refer to the Information Documents for the Plans and the Explanatory Reports published by the Company in the section concerning the respective Shareholders Meeting.

#### **j) Management and coordination activities (pursuant to articles 2497 *et seq.* Civil Code)**

On 12 December 2016, the Board of Directors deemed that the Company was no longer subject to management and coordination activities, as contemplated under articles 2497, *et seq.* Civil Code, by International Retail Holding S.à.r.l. and decided to expressly declare this circumstance, also in fulfilment of the required disclosure formalities. In particular, on 12 December 2016, the Issuer's Board of Directors deemed that: (i) the main decisions relating to management of the Issuer's company are made within the Issuer's own bodies; (ii) the Issuer's Board of Directors is responsible, *inter alia*, for examining and approving the Issuer's strategic, industrial and financial plans and budgets, examining and approving the Issuer's financial and credit access policies, examining and approving the Issuer's organisational structure, assessing the adequacy of the organisational, administrative and accounting structure of the Company; (iii) the Issuer operates in full autonomy with respect to the management of relations with customers and suppliers without any interference from entities outside of the Issuer; (iv) International Retail Holding S.à.r.l. does not perform any centralized cash management function for the Issuer.



By virtue of a reverse merger transaction that took place during the financial year ending 28 February 2018, International Retail Holdings S.à.r.l. was merged by incorporation into Italian Electronics Holdings S.à.r.l. ("IEH").

Following the accelerated book building transaction carried out on 6 September 2017 by IEH and the demerger, the stake held by IEH in Unieuro decreased from 65.492% to 33.815%.

During financial year up to 28 February 2018, Italian Electronic Holdings S.r.l. moved its registered office to Luxembourg, assuming the status of a company incorporated under Luxembourg law and the new name of Italian Electronics Holdings S.à.r.l.

On 13 November 2019, IEH carried out a further accelerated book-building procedure, disposing of 16.25% of the Company's existing share capital to institutional investors. On 22 January 2020, IEH disposed of the remaining 17.6% of its capital to institutional investors, through an analogous accelerated book-building process, as a consequence ceasing to be a Company shareholder.

On 13 April 2022, the Board of Directors confirmed to the extent it is able, that the Company is not subject to any management or coordination pursuant to article 2497 *et seq.* Civil Code.

Thereafter, on 24 June 2022 and on 15 December 2022, the Board of Directors noted that the Company is not subject to control pursuant to article 93 TUF or management and coordination activities pursuant to article 2497 *et seq.* Civil Code.

\* \* \*

The Issuer specifies that:

- the information required by article 123-bis, first paragraph, letter l) of TUF ("*agreements between the company and the directors (...) that provide for compensation in the event of resignation or dismissal without just cause or if the employment relationship ceases as a result of a public tender offer*") are described in the Report concerning the policy of remuneration and recompense drawn up pursuant to article 123-ter TUF;
- the information required by article 123-bis, first paragraph, letter l), first part TUF ("*the rules applicable to the appointment and replacement of directors [...], if different from the applicable supplementary legislative and regulatory rules*") is described in the section of the Report dedicated to the Board of Directors (Paragraph 4.2);
- the information required by article 123-bis, first paragraph, letter l), second part TUF (in relation of "*the rules applicable [...] to the amendment of the articles of association, if different from the laws and regulations applicable by way of substitution thereof*") are explained in the section of this Report devoted to the Shareholders' Meeting (Chapter 13 below).

### 3. COMPLIANCE (PURSUANT TO ART. 123-BIS, PARA. 2, LETTER A TUF)

This Report has been prepared also taking into account the guidelines in the "Format for the report on corporate governance and proprietary shareholdings" developed by the Borsa Italiana (Edition IX January 2022).

On 18 March 2021, the Board of Directors of Unieuro approved the adoption of the Corporate Governance Code - accessible to the public on the website of the above-mentioned Corporate Governance Committee at the page: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020eng.en.pdf> - in force at



the date of this Report and which became applicable commencing as of the first financial year starting after 31 December 2020 (in Unieuro's specific case, starting from 1 March 2021).

This Report contains details of decisions taken by Unieuro's Board of Directors in compliance with the principles of the Corporate Governance Code.

The rules contained in the Articles of Association, the specific Shareholders' Meeting Regulations, the Regulations of the Board of Directors and the Regulations of the Board Committees are an integral part of, and complete, the Company's corporate governance system.

The Issuer is not subject to any non-Italian law provisions that affect the corporate governance structure.

## 4. BOARD OF DIRECTORS

### 4.1. Role of the Board of Directors

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary administration and management of the Company and has the power to perform all the acts deemed necessary and useful for the achievement of the corporate purpose, with the exception of the powers reserved by law and the Articles of Association to the Shareholders at the Shareholders' Meeting.

Pursuant to the regulations in force for companies with shares listed on regulated markets and in accordance with the recommendations of the Corporate Governance Code, the Board of Directors plays a central role in the Company's governance system and is responsible for determining and pursuing the Company's strategic objectives, as well as verifying the existence of the controls necessary to monitor the Company's performance.

The Board of Directors guides the company by pursuing sustainable success in the development of its strategic plan, taking into consideration the impact on the environment, shareholders, consumers and all other stakeholders who are affected by the conduct of the Company and the Group. To confirm the close link between Unieuro's business and ESG issues, the Board of Directors, after consulting the Sustainability Committee, approved a Sustainability Plan on 11 May 2022, the timeframe of which coincides with that of the Strategic Plan and which factors in the four pillars of commitment (Community, Culture, Sustainable Innovation and Talent) set out as ESG guidelines to render responsible innovation the cornerstone of corporate development.

During the 2022-2023 financial year and in any case up to the date of this Report, the Board of Directors was also called upon to approve, subject to the opinion of the Sustainability Committee (i) the updating of the materiality analyses, to identify the most relevant issues in the ESG area both from the point of view of the Group and of internal and external stakeholders as well as (ii) the Consolidated Non-Financial Statement ("**NFS**"), subject to the opinion of the Sustainability Committee.

Furthermore, in order to pursue the sustainable success of the Company, the Board of Directors, has identified non-financial objectives within the remit of the Remuneration Policy to which part of the variable component of remuneration is linked, both in the short and medium-long term, related to ESG issues.

With reference to the Remuneration Policy and the Sustainability Committee, please refer to the respective Chapters of this Report.

To date, the current corporate governance system adopted by the Company has been deemed by the Board to be appropriate with respect to its size and needs. No changes in the corporate governance system are planned to be submitted at the Shareholders' Meeting.

The Board is updated and supervises the way information is managed vis a vis the financial community. Furthermore, it should be noted that - in line with the provisions introduced by the Corporate Governance Code - the Board of Directors has adopted, on the proposal of the Chairman, in agreement with the Chief Executive Officer and subject to the favourable opinion of the Sustainability Committee, its Policy for the management of dialogue with shareholders and other Interested Parties (for further details see Section 12 of this Report).

In accordance with article 16 of the Articles of Association, the Board of Directors is vested with all powers for the ordinary and extraordinary management of the Issuer. The Board of Directors is also responsible for adopting resolutions concerning: (i) mergers in the cases envisaged by articles 2505 and 2505-*bis* Civil Code according to the terms and conditions described therein; (ii) the opening and closing of secondary offices; (iii) the designation of the directors duly authorised to represent the company; (iv) a reduction in the share capital in the event of withdrawal of a shareholder; (v) amendments to the Articles of Association to comply with laws and regulations; and (vi) the relocation of the registered office within Italy.

In accordance with the provisions of the Corporate Governance Code, on 20 December 2021 the Board of Directors adopted its own regulations governing, *inter alia*, the duties of the management body, which include:

- examination and approval of the strategic, business and financial plans of the Company and of Unieuro Group, with the possible support by a committee entrusted with analysis of matters that are relevant to the generation of long-term value;
- periodic verification of the implementation of the business plan and assessment of general management performance, periodically comparing the results achieved with those planned;
- determination of the nature and level of risk compatible with the Company's strategic objectives, including in its evaluations all elements as may be relevant, with a view to creating long-term value for the benefit of shareholders, taking into account the interests of other stakeholders that are material to the Company;
- determination of the corporate governance system most suitable for carrying out business activity and pursuing the strategies of the Company and of Unieuro Group, as well as the assessment of the adequacy of the organisational, administrative and accounting structures of the Company and of any controlled companies having strategic importance, with particular reference to the internal control and risk management system;
- passing of resolutions on transaction of the Company and its controlled companies that have a significant strategic, economic, equity or financial importance for the Company, as shall be identified according to criteria decided by the Board of Directors from time to time;
- adoption of regulations, procedures and internal policies deemed necessary or appropriate for the organisation of the company, or for compliance with the Law or to makes adjustments in line with the Code, including, by way of example: (i) one or more regulations setting forth the operative rules of the Board of Directors and its committees; (ii) the procedure for internal management and disclosure of privileged information pursuant to the Law; (iii) a policy for the management of dialogue with all shareholders.

Throughout the Financial Year and in accordance with the provisions of the Corporate Governance Code, the Board has: followed up on the Company's five-year Strategic Plan approved on 10 June 2021, and duly

commenced its evaluations concerning updates thereto and; resolved to approve the annual budget as well as those corporate transactions having a significant strategic, economic, capital or financial importance for the Group; moreover, the Board has been kept updated on issues of a strategic nature or in any case relevant to business development, by way of dedicated in-depth sessions and a periodic comparison between results achieved and those planned. As of this Report date, the Board has not established any general criteria for identifying transactions that have a significant strategic, economic, capital or financial impact on the Issuer. All transactions beyond the remit of the powers conferred upon the Executive Director are subject to approval by the Board of Directors.

The Board, with the support of the Control and Risk Committee, has laid down the guidelines for the Internal Control and Risk Management System in line with the Company's strategies. Said Board has assessed the adequacy of the system with respect to the characteristics of the company and the risk profile assumed, as well as its effectiveness and the adequacy of the organisational, administrative and accounting structures of the Issuer drawn up by the Chief Executive Officer.

#### **4.2. Appointment and replacement of directors (pursuant to art. 123-bis, paragraph 1, lett. I), TUF)**

Pursuant to article 12 of the Articles of Association, the management of Unieuro is conferred to a Board of Directors consisting of an odd number of members not less than 7 (seven) and not more than 15 (fifteen). The Shareholders' Meeting determines the number of Board members from time to time, prior to their appointment. Within the limits indicated above, the Shareholders' Meeting may increase the number of directors including during the term of office of the Board of Directors; the term of office of the additional directors thus appointed cease as per the term of those already in office. Directors remain in office for the term set by the shareholders' resolution appointing them, subject to a maximum of 3 (three) financial years. Directors are re-eligible for office.

The members of the Board of Directors must meet the requirements of professionalism and integrity provided for by the rules and regulations in force. A minimum number of Directors not less than that established by the regulation in force *pro tempore* should satisfy the requirements of independence established by the Corporate Governance Code, without prejudice to the fact that at least 2 (two) directors, in addition to the Chairman of the Board of Directors, satisfying the requirements of independence established by the law and by the regulatory provisions and/or by the Corporate Governance Code of listed companies should be part of the Board of Directors ("**Independent Director**" or "**Independent Directors**"). A failure to fulfil such prerequisites shall cause the Independent Director to forfeit his/her office. A failure to fulfil the prerequisite of independence prescribed by article 148, paragraph 3, TUF on the part of an Independent Director shall not cause him/her to forfeit the office to the extent that the prerequisites are in any event still met by the minimum number of Independent Directors who, according to the rules in force, must meet such requirement. Independent Directors are required to maintain independence for the duration of their term of office and in any event to inform the Board of Directors without delay as to any eventual intervening loss of the requirements of independence.

In accordance with the provisions of article 147-ter TUF, the Articles of Association of the Company provide for the appointment of directors through the list-vote mechanism.

Article 13 of the Articles of Association provides that both the Board of Directors in office as well as the shareholders who alone or acting together hold the percentage of share capital required by applicable laws

or regulations from time to time (in the percentage of 4.5%, in accordance with the Consob Management Deliberation No. 79 of 22 March 2023) are entitled to submit lists.

For completeness, please note that in view of the renewal of the administrative body at the Shareholders' Meeting of 21 June 2022, the Board of Directors made available to the public a document that illustrates the procedure for the presentation of a list by the outgoing Board of Directors.

The lists are filed within the time limits provided for by the *pro tempore* rules in force as shall be indicated in the notice of meeting, at the registered office of the Company or otherwise by such remote means of communication as may be indicated in the notice of meeting.

The following shall be submitted together with the lists, it being specified that any changes as may occur prior to the actual date of the Shareholders' Meeting shall be promptly notified to the Company: (i) information as to the shareholders who have submitted the list and indication of the percentage of share capital held; (ii) a statement by shareholders other than those who hold, including jointly, either a controlling interest or a relative majority, attesting to the absence of any connected relationships with the latter, even if indirect, within the meaning of the *pro tempore* rules, including regulatory rules, in force; (iii) the candidates' *curriculum vitae* as well as a declaration by which each candidate attests, under his or her responsibility, that there are no grounds of ineligibility and conflict of interest, and confirms fulfilment of the prerequisites for their respective posts; (iv) indication of the management and control posts held in other companies and any indication of suitability for qualification as independent director in accordance with the rules in force and the codes of conduct relating to corporate governance that may eventually be adopted by the Company; (v) a statement by which each candidate accepts his or her own candidacy; (vi) any other further or differing statement, report and/or document as provided for by the *pro tempore* rules, including regulatory rules, in force, including a declaration of any relationship with the "relative majority" shareholder.

Election of the Board of Directors shall be carried out according to the following criteria:

- a) members making up five-sevenths of the members up for election, as this number may be rounded down in the case the result is a fractional number, shall be taken, based on the progressive order in which they were listed, from the list that obtained the highest number of votes ("majority list");
- b) the remaining directors will be taken from the other lists ("minority lists"), and to that end, votes for each of the minority lists shall be divided by one, two, three, four and so forth according to the number of directors to be elected. The ratios thus obtained shall be applied sequentially to the candidates on each of these lists in the progressive order envisaged therein. The ratios thus attributed to the candidates on the various lists shall be ranked in descending order. The directors elected shall be those obtaining the highest ratios. In the event of a ratio tie between candidates, the elected candidate shall be taken from the list from which no director has yet been elected or from that which the lowest number of directors has been elected.

If no director has yet been elected from said lists or if there is a tie between the number of directors voted on in relation to the lists, then the candidate obtaining the highest number of votes on such lists shall be elected. In the event of a tie in terms of both list vote and ratio, then a Shareholders' Meeting shall be called to vote on the election and the candidate who obtains a simple majority of votes shall be deemed elected. The above procedure is subject to the requirement that at least one director must be taken, if put forward and voted on, from a list submitted by shareholders who have no connection, whether directly or indirectly, with those who presented or voted on the list that obtained the majority of the votes cast.

In the event the majority list contains an insufficient number of candidates to cover the seats to be filled in accordance with the above paragraphs, notwithstanding application of the election mechanism above: (i) all

candidates on the majority list; and (ii) the residual candidates, taken from the minority list which is second in terms of the number of votes required to complete the Board of Directors according to the progressive order indicated therein, shall be deemed elected.

If it is not possible to complete the Board of Directors in the manner described above - thus the minority list that is second based on number of votes leads to a number of candidates lower than that required, the remaining directors shall be taken from the other minority lists in descending order starting with the highest voted first and moving down to the next lists as the candidates are exhausted in the preceding list based on number of votes.

If, after the voting and the application of preceding paragraphs, gender balance and/or the independence requisites are not met as provided for under the applicable legislation and regulations, the necessary number of elected candidates shall be excluded and substituted by candidates from the under-represented class in progressive order of their listing, as shall be taken from the same list on which the excluded candidates appear. Replacements shall be made with reference firstly to those belonging to the under-represented gender and secondly to those in possession of the independence requisites. This replacement mechanism shall be firstly applied in sequential order, to the lists from which no director of the missing class has been chosen, starting with that which has obtained the most votes. Should this process not be sufficient or should all the lists submitted list at least one director in possession of the requisites of the missing class, the replacement shall be applied, in sequential order, to all the lists, starting with that which received the most votes. Within the lists, the replacement of excluded candidates shall be effected starting from the candidates having the highest progressive number. The replacement mechanism is not operative in relation to candidates taken from lists that put forward less than three candidates.

If only one list is submitted, the entire Board of Directors shall be taken from that list in accordance with applicable legislation and regulations. If no list is submitted, the shareholders shall resolve on majority vote in accordance with the law at the Shareholder's Meeting.

In all those cases in which, as a result of the application of the preceding provisions: (a) it is not possible to complete the Board of Directors and/or (b) gender balance is not achieved or an insufficient number of directors in possession of the independence requisites are elected, having regard to the legislation and regulations in force, then the completion or replacement, as the case may be, shall be effected pursuant a resolution passed at the Shareholders' Meeting by simple majority on those candidates put to vote individually.

If no lists are submitted or if the entire Board of Directors is not elected, the shareholder at the Shareholders' Meeting shall resolve on a majority vote in accordance with the law, respecting any minimum allotment ratio between genders (male and female) provided by law and regulations.

The list-vote system only applies when the entire Board of Directors is being replaced. If the Board of Directors must, during the course of the financial year, proceed to replace one or more Directors, it shall appoint by co-optation pursuant to article 2386 Civil Code, ensuring compliance with the requirements of law and of the Articles of Association regarding the composition of the board.

It is noted that the Issuer is not subject to any further provisions regarding the composition of the Board of Directors in accordance with the rules provided for by TUF.

Lastly, it should be noted that, in terms of gender balance, on 1 January 2020 the provisions of the Budget Law 2020 entered into force amending articles 147-ter, paragraph 1-ter, and 148 paragraph 1-bis TUF. In particular, as concerns the renewal of corporate bodies that occurs subsequent to 1 January 2020, this law has: (i) increased the percentage of body members that must be taken up by the under-represented gender

from at least one third to at least two fifths; this applies to both the administrative body and the control body; and (ii) extended the period of validity of this new criteria (minimum two fifths) - from the previous three consecutive terms of holding office - to six consecutive terms of holding office. In addition, it should be noted that, by means of Resolution No. 21359 of 13 May 2020, Consob amended article 144-*undecies* of the Issuer Regulation to provide that where the application of gender division criteria does not result in a whole number of members of the administrative body belonging to the least represented gender, this number shall be rounded up, except for the corporate bodies made up of three members, for which the rounding takes place by default to the lower unit (without prejudice, in other cases, to the criterion of rounding up to the higher unit).

For information on the role of the Board of Directors and Board committees in the processes concerning self-assessment, appointment and replacement of directors, please see Section 7 of this Report.

#### **4.3. Composition (pursuant to art. 123-bis, paragraph 2, lett. d), d-bis), TUF)**

The current Board of Directors is made up of eleven members having appropriate diverse professional profiles and skills. Indeed, said Board is comprised of members from the following areas: business; managers from other sectors; finance; professionals; academia. 7 members of the Board are independent directors and there are two executive directors being the Chief Executive Officer and the General Manager. Thus, the number and skills of non-executive directors are deemed such to ensure they have significant weight in the passing of board resolutions and safeguard the effective monitoring of management.

In this regard, you are reminded that with the approval of the financial statements for the financial period as at 28 February 2022, the term of office of the incumbent Board of Directors came to an end; therefore, at the Shareholders' Meeting of 21 June 2022, the Shareholders appointed the new Board of Directors which shall remain in office until approval of the financial statements as at 28 February 2025.

Prior to, and mindful of, the expiry of the term of office of the outgoing Board of Directors, said outgoing Board furnished its guidelines on the quantitative and qualitative composition it deems optimal, in compliance with the recommendations of article 4 of Recommendation 23) of the Corporate Governance Code, having taken into account the results of the self-assessment process for the financial year 2021-2022 and having heard the Remuneration and Appointments Committee. The outgoing Board deemed that:

- eleven Directors is an appropriate number that ensures an appropriate balance of skills and experience required by the complexity of the Company's business;
- the mix of Executive, non-Executive and Independent Directors at such time was appropriate to ensure the effective functioning of said Board of Directors;
- Board renewal should be implemented according to a rationale of continuity so ensuring the stability and consistency of Company management, it being useful that Board members be reinforced by persons holding managerial skills - preferably coming from the sector in which the Company operates and from the digital innovation field - who are strongly focused on strategy and the exercise of business judgement such as to consolidate the abilities of strategic vision, interpretation of the evolution of market scenarios and evaluation of new business opportunities on the part of said Board.

The Guidelines lay down the personal and professional attributes considered apposite for the various offices to be performed on the Board of Directors, and more specifically:

- the Chairman should:



- be a person having attributes of authority and personal prestige such as to ensure correct management and transparent functioning of the Board of Directors, at the same time being an impartial officer safeguarding the rights of all Shareholders;
  - possess personal characteristics of a nature that facilitate the creation of strong team spirit and a strong sense of cohesion amongst the members of the Board of Directors;
  - be adequately prepared on corporate governance matters having gained previous experience in the field from having held office - preferably at the helm - on one or more boards of directors of listed companies having comparable complexity to that of Unieuro; he/she should have a demonstrable sharp awareness of governance and sustainability issues in his/her performance in such positions;
  - possess skills in the economic-financial field, as well as background and pragmatic experience in managing, at board level, matters of strategic importance in addition to business requirements;
  - have a mentality and vision geared to the international platform.
- the Chief Executive Officer should:
    - be a person having attributes of authority and strategic vision and a thorough knowledge of the large-scale retail market and its evolution;
    - have gained significant and successful experience at the top-tier of companies having a complexity and size comparable to that of Unieuro;
    - in addition to the specific skills required by the sector, possess sufficient knowledge in the economic-financial field and in digital transformation matters;
    - have strong leadership skills and a management style focused on coordination with the ability to work as a team and create team spirit amongst collaborators;
    - have a mentality and vision geared to the international platform.
- other Directors, both executive and non-executive should be:
    - persons from managerial and/or professional and/or academic backgrounds such as to ensure the board can draw upon a set of diverse yet complementary skills and experiences, also mindful of the benefits to the Board of contributions coming from diverse genders, age groups and levels of seniority in office;
    - possess an appropriate level of seniority, meaning proven experience in complex organisational contexts in a business and/or professional and/or academic environment;
    - have gained experience on one or more company boards of directors – preferably listed companies – of significant size and/or complexity;
    - possess competencies that enable them to effectively participate in both the work of the Board of Directors and that of its intra-board Committees. For this purpose, competencies deemed as relevant are those gained in the economic-financial and/or remuneration policy sectors (in line with the provisions of the Corporate Governance Code), in the context of risk management and/or law and/or corporate governance and/or digital innovation and/or ESG and Sustainability;
    - have a mentality and vision geared to the international platform.

Moreover:

- persons in managerial roles should:

- have gained experience in positions of responsibility within companies or industrial, commercial or service groups, preferably on the international platform, having a size and complexity comparable to that of Unieuro;
- possess business judgement skills and a strong focus on strategies and results;
- professionals should:
  - have gained experience in positions of responsibility in relevant professional firms, consulting firms or other public or private organisations;
  - have rendered their professional services in areas of particular relevance to business and the issues pertaining thereto.
- Any person having an academic background should possess a skill-set pertinent to the Company's business or to the issues pertaining thereto.

The Company disclosed said guidelines to the market well in advance of the shareholders' meeting. More specifically, from 13 January 2022 the document entitled "GUIDELINES FROM THE BOARD OF DIRECTORS OF UNIEURO S.p.A. TO THE SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE NEW BOARD OF DIRECTORS" was available on the Unieuro corporate website to allow Shareholders ample time to select the candidates to be put forward taking into account the results of the prior analyses undertaken by the outgoing Board on the quantitative and qualitative composition considered optimal for effective performance of the Board's duties and responsibilities, providing grounds for any differences with respect to the analyses undertaken by the Board.

Therefore, with reference to said guidelines, the outgoing Board submitted its own candidates' list in accordance with the envisaged the process on the Company Corporate site.

Indeed, as illustrated in the minutes of the shareholders meeting 21 June 2022, two lists of candidates were validly submitted within the term and in the manner provided for by the legislation and regulations in force, the Articles of Association and in accordance with article 13 of the Articles of Association, and more precisely:

- on the 11 May 2022, a list of candidates for the office of member of the Board of Directors was submitted by the outgoing Board of Directors ("**List No. 1**")
- on the 27 May 2022 a list of candidates for the office of member of the Board of Directors was submitted by various funds holding together 2,199,363 (two million one hundred ninety-nine thousand three hundred sixty-three/00) shares of Unieuro, equal to 10.63 of the share capital ("**List No. 2**").

At close of voting, the following candidates were deemed duly elected: from List No. 1: Stefano Meloni; Giancarlo Nicosanti Monterastelli; Maria Bruna Olivieri; Benedetto Levi; Giuseppe Nisticò; Alessandra Stabilini; Paola Elisabetta Galbiati; From List No. 2: Pietro Caliceti; Laura Cavatorta; Alessandra Bucci; Daniele Pelli.

We point out that, of said elected directors: 7 of them declared they meet the independence requisites envisaged by article 148 paragraph 3 TUF, article 147-ter paragraph 4 TUF and article 2 of the Corporate Governance Code. Thus, the minimum number of independent directors elected complied with the number laid down by law. Moreover, 6 directors were of the masculine gender and 5 of the feminine gender, thus fully satisfying compliance with the laws in force on gender balance which envisages that the number candidates belonging to the under-represented gender on a board of directors made up of 11 members, should be at least 5.



Lastly, the Shareholders resolved at the Shareholders' Meeting held on 21 June 2022:

- to set the number of members of the Board of Directors at 11 (eleven);
- to fix the term of office of the Board of Directors at three business years, thus until such time as the Shareholders' Meeting approves the financial statements for the year ending as at February 28 2025;
- to appoint Stefano Meloni as Chairman of the Board of Directors of Unieuro S.p.A., having considered article 17.1 of the Articles of Association and the Explanatory Report furnished by the Board of Directors.

The composition of the Board of Directors at the closing date of the Financial Year, is as shown in the following table:

## STRUCTURE OF THE BOARD OF DIRECTORS AT THE CLOSIGN DATE OF THE FINANCIAL YEAR

Name and Surname	Office Held	Year of birth	Date of first appointment	In office since	In office until	List (presenters) <sup>7</sup>	List <sup>8</sup>	Executive	Non Executive	Indep. Code	Ind. TUF	Participation <sup>9</sup>	Nr. of other positions <sup>10</sup>
<b>Stefano Meloni</b>	Chairman	1949	06/02/2017	20/02/2020	Financial Year statements approval as at 28 February 2025	Board of Directors	M	-	X	X	X	15/15 (100%)	7 (of which 1 relevant)
<b>Giancarlo Nicosanti Monterastelli</b>	Chief Executive Officer (●)	1959	29/01/1998	12/12/2016	Financial Year statements approval as at 28 February 2025	Board of Directors	M	X	-	-	-	15/15 (100%)	2
<b>Alessandra Bucci</b>	Independent Director	1966	21/06/2022	21/06/2022	Financial Year statements approval as at 28 February 2025	Shareholders	M	-	X	X	X	10/10 (100%)	4
<b>Pietro Caliceti</b>	Independent Director	1965	18/06/2019	18/06/2019	Financial Year statements approval as at 28 February 2025	Shareholders	M	-	X	X	X	15/15 (100%)	1

(●): Director in charge of the Internal Control and Risk Management System

<sup>7</sup> This column indicates whether the list from which each director was drawn was submitted by shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board of Directors").

<sup>8</sup> This column indicates M/m depending on whether the member was elected from the list voted by the majority (M) or by a minority (m).

<sup>9</sup> This column shows the percentage of directors' attendance at meetings of the Board of Directors (No. of attendances/No. of meetings held during the effective period of office of the person concerned in the reference financial year).

<sup>10</sup> This column shows the number of offices held at the date of the Report by the person concerned in other companies compared to those held in UNIEURO. In brackets, if applicable, the offices of director or statutory auditor held in companies of significant size are indicated (meaning: (i) companies with shares listed on regulated markets, including foreign markets; (ii) Italian or foreign banks, insurance companies or financial companies, meaning financial companies that are relevant for the purposes of this guideline, financial intermediaries as defined in article 106 of Legislative Decree no. 385 1993 (Consolidated Banking Act - TUB) and companies undertakings that provide investment or collective asset management services pursuant to Legislative Decree no. 58 of 1998 (Testo Unico Finanza - TUF) it being understood that, in the case of foreign companies, a substantial equivalence assessment shall be made (iii) other Italian or foreign companies with shares not listed on regulated markets which, although operating in sectors other than those indicated in letter b) above, have a net worth in excess of EUR 10 billion).

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<b>Laura Cavatorta</b>	Independent Director	1964	21/06/2022	21/06/2022	Financial Year statements approval as at 28 February 2025	Shareholders	m	-	X	X	X	10/10 (100%)	2 (of which 2 relevant)
<b>Paola Elisabetta Galbiati</b>	Independent Director	1958	20/02/2020	20/02/2020	Financial Year statements approval as at 28 February 2025	Board of Directors	M	-	X	X	X	14/15 (93.33%)	3 (of which 3 relevant)
<b>Benedetto Levi</b>	Non-Executive Director	1988	15/06/2021	15/06/2021	Financial Year statements approval as at 28 February 2025	Board of Directors	M	-	X	-	-	14/15 (93.33%)	4
<b>Daniele Pelli</b>	Independent Director	1983	21/06/2022	06/02/2017	Financial Year statements approval as at 28 February 2025	Shareholders	m	-	X	X	X	10/10 (100%)	5
<b>Maria Bruna Olivieri</b>	Executive Director (General Manager)	1971	21/06/2022	18/06/2019	Financial Year statements approval as at 28 February 2025	Board of Directors	M	X	-	-	-	10/10 (100%)	-
<b>Giuseppe Nisticò</b>	Non-executive Director	1979	15/06/2021	15/06/2021	Financial Year statements approval as at 28 February 2025	Board of Directors	M	-	X	-	-	15/15 (100%)	-
<b>Alessandra Stabilini</b>	Independent Director	1970	18/06/2019	18/06/2019	Financial Year statements approval as at 28 February 2025	Board of Directors	M	-	X	X	X	15/15 (100%)	7 (of which 3 relevant)
<b>Number of meetings held during the reference year</b>											<b>15</b>		
<b>Indicate the quorum required for submission of lists by minority shareholders for the election of one or more members (pursuant to article 147-ter TUF):</b>											<b>4.5%</b>		

## STRUCTURE OF THE BOARD COMMITTEES AT THE END OF THE FINANCIAL YEAR

Name and Surname	Office Held	RPT Committee		Control and Risk Committee		Remuneration and Appointments Committee		Sustainability Committee	
		(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
<b>Stefano Meloni</b>	Chairman of the Board of Directors / Non-executive /Independent pursuant to the Code and TUF	-	-	-	-	-	-	-	-
<b>Giancarlo Nicosanti Monterastelli</b>	Chief Executive Officer	-	-	-	-	-	-	-	-
<b>Alessandra Bucci</b>	Non-Executive Director / Independent pursuant to the Code and TUF	5/5 (100%)	M	-	-	-	-	5/5 (100%)	M
<b>Pietro Caliceti</b>	Non-Executive Director / Independent pursuant to the Code and TUF	7/7 (100%)	P	-	-	11/11 (100%)	M	-	-
<b>Laura Cavatorta</b>	Non-Executive Director / Independent pursuant to the Code and TUF	-	-	6/6 (100%)	M	-	-	5/5 (100%)	M
<b>Paola Elisabetta Galbiati</b>	Non-Executive Director / Independent pursuant to the Code and TUF	-	-	8/8 (100%)	M	6/6 (100%)	P	9/9 (100%)	M

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<b>Benedetto Levi</b>	Non-Executive/Non-independent Director	-	-	6/6 (100%)	M	-	-	-	-
<b>Daniele Pelli</b>	Non-Executive Director / Independent pursuant to the Code and TUF	-	-	-	-	-	-	5/5 (100%)	P
<b>Maria Bruna Olivieri</b>	Executive Director / General Manager	-	-	-	-	-	-	-	-
<b>Giuseppe Nisticò</b>	Non-Executive/Non-independent Director	-	-	-	-	-	-	-	-
<b>Alessandra Stabilini</b>	Non-Executive Director / Independent pursuant to the Code and TUF	4/5 (80%)	M	5/6 (83%)	P	6/6 (100%)	M	-	-
<b>Number of meetings held during the Financial Year</b>		7		8		11		9	

(\*) This column shows the participation of directors in committee meetings (number of meetings attended by the director compared to the total number of meetings the director could have attended).

(\*\*) This column indicates the status of the director within the committee: "C": chairman; "M": member.

### Personal and professional characteristics of each director (Article 144-*decies* of the Consob Issuers' Regulations)

Below is a list of other offices held by the Directors at the date of this Report as well as a brief curriculum vitae for each of them illustrating their personal characteristics, competence and experience gained.

Name and Surname	Company	Office Held
Stefano Meloni	Melpart S.r.l.	Chairman of the Board of Directors
	Populonia Italica	Chairman of the Board of Directors
	Populonia Green Park Sabrl	Chairman of the Board of Directors
	Fondazione di Venezia	Director
	Early Bird	Senior Advisor
	Smart Capital S.p.A.	Chairman of the Advisory Board
	Tozzi Green S.p.A.	Vice Chairman of the Board of Directors
Giancarlo Nicosanti Monterastelli	GNM Investimenti	Sole Director
	PallacanestroForlì 2.015	Chairman
Pietro Caliceti	Custodia Valore S.p.A.	Director
Paola Elisabetta Galbiati	Illimity Bank	Director
	Arnoldo Mondadori Editore S.p.A.	Director
	Illimity Sgr S.p.A.	Director

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<b>Benedetto Levi</b>	Iliad Italia S.p.A..	Chief Executive Officer
	Iliad Italia Holding S.p.A.	Chief Executive Officer
	Iliad Customer Care S.r.l.	Sole Director
	Iliad 1 S.r.l.	Sole Director
<b>Alessandra Stabilini</b>	COIMA SGR S.p.A.	Independent Director
	Brunello Cucinelli S.p.A.	Standing Statutory Auditor
	Banca Aidexa S.p.A.	Independent Director
	Illy Caffè S.p.A.	Standing Statutory Auditor
	Hitachi Rail STS S.p.A.	Standing Statutory Auditor
	TANK SGR S.p.A.	Insolvency Practitioner
	AFX Capital Markets Ltd – Italian Branch Office	Insolvency Practitioner
<b>Laura Cavatorta</b>	INWIT S.p.A.	Director
	SNAM S.p.A.	Director
<b>Alessandra Bucci</b>	JOIN GROUP S.r.l.	Director
	UNIDATA S.p.A.	Director
	Ferrovie dello Stato Italiane S.p.A.	Director

	Cy4gate S.p.A.	Director
<b>Daniele Pelli</b>	Università Luiss	Director
	AME s.r.l.	Chief Executive Officer
	Luiss Alumni 4 Growth	Chief Executive Officer
	Luxy S.p.A.	Chief Executive Officer
	Aaskanews S.p.A.	Chief Executive Officer



### **STEFANO MELONI**

Stefano Meloni graduated in Economics and Business from the Luigi Bocconi University of Milan, where he was also a professor of Extraordinary Finance. He started his career in Citibank N.A. in 1970, holding roles of ever-increasing responsibility both in Italy and abroad, becoming General Manager in Capital Markets and subsequently General Manager of Citibank's activities for Italy. Having created and managed the business and financial banking services for Eptaconsors, he was appointed General Manager of Banco di Sardegna and Montedison, as well as President and General Manager of the Eridania Bèghin-Say Group. In 2001 he founded Hedge Invest SGR of which he was President until 2010. From 2002 to 2004 he was part of the Ferrero Group in the role of Executive Vice President of Ferrero International Luxembourg and Executive Vice President of P. Ferrero & C. Alba. In 2004 he founded Valore Reale SGR of which he was President until 2013. Until 2007 he was Senior Advisor for Italy for CVC Capital Partners and up to 2014 President of GGP (formerly Castelgarden) and President of Sardex up to 2017. He is currently Senior Advisor to Early Bird, a Luxembourg Venture Capital fund for investments in Central Europe and Turkey. During his career he has been a member of the board of directors of important and prestigious Italian and international companies, many of which are listed corporations, including Edison, La Fondiaria Assicurazioni, Milano Assicurazioni, Burgo, Banca Mercantile, Bonifiche Ferraresi, Polynt, Barclays Private Equity, as well as Banque de France and the CMF (*Conseil des Marchés Financiers*). Finally, he has been a director of ABI and a member of technical commissions within this organisation. A former member of the board of directors of Unieuro S.p.A. from 2016 to 2019, Mr Meloni also currently chairs the Boards of Melpart S.r.l., Populonia Italica S.r.l. e Populonia Green Park Sabrl and is vice chair of Tozzi Green S.p.A.

### **GIANCARLO NICOSANTI MONTERASTELLI**

Giancarlo Nicosanti Monterastelli has built his entire career within Unieuro S.p.A. and has been Chief Executive Officer since 2005. Having gained an accounting degree in 1982 he was hired as a member of the administrative staff in the retail sale and distribution of household appliances and consumer electronic goods in the company then known as Sgm Distribuzione S.r.l. In 1986, he moved into the commercial department in the role of Buyer, just four years later becoming Commercial Director. In 2005, in conjunction with the entry of the private equity operator Rhône as a shareholder, Mr Nicosanti Monterastelli was appointed chief executive officer and he guided the company through an intense expansion and development process leading to acquisition of the former UniEuro (2013), listing on the STAR segment of Borsa Italiana in April 2017, obtaining the market leadership position (2019) and the transformation into a public company (2020).

### **MARIA BRUNA OLIVIERI**

Maria Bruna Olivieri was born in Altamura (Bari) 14 February 1971. She graduated in Nuclear Physics from the University of Pavia *summa cum laude*.

Initially, she collaborated with the National Institute of Nuclear Physics and the Faculty of Physics of Pavia. As of 2002 she commenced a managerial path strongly focused on corporate digital transformation, first in Unisys Italia and from 2006, in Seat Pagine Gialle.

She has been with Unieuro since September 2015, at first holding the office of Director of the Company's Digital Business Unit, accelerating the growth of the Online Channel and launching digital marketing activities. In 2016, she was appointed Chief Omni-Channel Officer, with duties extended to strategic marketing, mainstream marketing, CRM and information systems.

Since 1 March 2021 she has held the office of General Manager and as such is responsible for all company functions with the exception of Finance, to ensure maximum coordination and development from the

omnichannel perspective and to accelerate the ever increasingly essential digital transformation, which is already underway.

### **PIETRO CALICETI**

Pietro Caliceti has practised as a lawyer since 1992. Admitted to represent clients before the Italian Supreme Court, he specialises in corporate and financial law with a particular focus on mergers and acquisitions. After collaborating with leading Italian law firms, he founded his own firm in 2002, since 2015 Mr Caliceti has been a partner in the law firm Greenberg Traurig Santa Maria. He has held positions as both director and statutory auditor in numerous companies, including listed Italian and foreign corporations. In addition to his role on the Board of Directors of Unieuro S.p.A., he currently sits on the board of Custody Valore S.p.A., an institution specialised in collateral backed finance. Mr Caliceti is author of numerous publications on legal matters and in addition to being a lawyer, he is also a writer.

### **PAOLA ELISABETTA GALBIATI**

Paola Elisabetta Galbiati graduated in Business Administration from the Luigi Bocconi University of Milan, where she has been a professor of Corporate Finance since 1996. As of 1994 she has been a chartered accountant and statutory auditor in Milan.

She practised her professional activity from 1982 to 2005 in Brugger & Associati (formerly Finlexis) as project manager and team leader (also taking on occasional temporary management roles - CEO in Dianos S.p.A. from 2003 to 2005) and from 2005 to 2012 in AlixPartners as Independent Consultant.

Ms Galbiati has previously held administration and control positions in numerous industrial companies including those on regulated markets, such positions including independent director of Fullsix S.p.A. (2013-2014), Silver Fir SGR (2016-2017), Servizi Italia S.p.A. (2012-2018), Teze Mechatronics (2013-2018) and standing auditor in Tamburi Investment Partners S.p.A. (2015-2018), independent director of Banca Popolare di Milano (2016), Banco BPM (2017-2020) and Banca Akros (2020).

Currently, in addition to her role on the Board of Directors of Unieuro S.p.A., she sits on the board of Illimity Bank S.p.A. (since 2021) Arnaldo Mondadori Editore S.p.A (since 2021) Illimity Sgr (since 2020) and Dr. Ambrosoli Memorial Hospital Foundation (since 2010).

### **BENEDETTO LEVI**

Benedetto Levi gained his degree in Logistics and Production Engineering from the Polytechnic University of Turin and a master's degree in Management from the Ecole Supérieure de Commerce in Paris.

After several experiences in Turin and London, he moved to Paris, where he gained significant experience as a successful entrepreneur and manager: in 2013 he founded ExtraVerso, a startup specialising in the sale of accessories for smartphones, and in 2015 he took on the role of Country Manager Italy and Deputy General Manager International of Captain Train, later acquired by the British group Trainline, European leader in the online sale of train tickets. In 2018, at the age of just 29, he was engaged to manage the Italian launch of telecommunications operator Iliad, taking over as CEO and quickly making it Italy's fourth largest mobile operator.

### **GIUSEPPE NISTICO'**

Giuseppe Nisticò gained a degree in Business Administration from Bocconi University in Milan. A manager with many years of experience in the telecommunications sector, Nisticò began his career in 2004 at H3G, covering roles of increasing responsibility until becoming Senior Account Manager GDO in 2011, managing in particular the profitable collaboration with its client Unieuro. In 2017, following the merger between Wind

and H3G, he was appointed Head of Large Retail and Special Channel at Wind Tre. After a brief experience in Samsung Electronics Italia as Senior Key Account Manager he joined Iliad Italia in 2018 and was appointed as Head of Distribution & Logistics B2C, with responsibility for the management and development of offline sales channels and logistics.

#### **LAURA CAVATORTA**

Laura Cavatorta gained a degree in sociology *summa cum laude* from Rome "La Sapienza" University.

In addition to over twenty years' of experience in air transport, in Alitalia between 1995 and 2017 in roles of ever increasing responsibility, including that of Managing Director of Air One from 2012 to 2014 which she brought back to breaking even, she was Transport and Tourism Director of the Rome 2024 Olympic Committee where she broadened her skills to digital innovation, sustainable intermodal mobility and integrated platforms (commercial and operational) for transport and tourism, both from the metropolitan and country system perspectives.

She currently hold office as independent director of Snam S.p.A. and Inwit S.p.A. In addition to dealing with governance and sustainability matters, she follows the B Corps and their sustainable business paradigm and supports gender equality, for the full integration of women in all sectors and at all levels of society.

#### **DANIELE PELLI**

Daniele Pelli gained a degree in Economics and Business Management from "Luiss Guido Carli" University Rome. He joined the askanews team in 2014, responsible for innovation and strategic development and has been its Chief Executive Officer since 2017. Having held the office of Chairman of the Luiss Graduates Association from 2015 to 2019, he founded the Luiss Alumni 4 Growth investment club in 2019, of which he is still the Chief Executive Officer. It brings together around 100 Luiss alumni and professors and also involves leading investors from the corporate world. Since 2015 he has also been a member of the Board of Directors of "Luiss Guido Carli" University.

Since 2013 he has also held the office of Chief Executive Officer of Inpiù and of Editorial Marketing Agency and, as of June 2022 of Luxy S.p.A. having covered the role of Executive Vice chairman President in the previous two years.

#### **ALESSANDRA BUCCI**

Alessandra Bucci is a Senior Manager with over 25 years of experience in marketing, sales and operations. She has worked in the consumer goods (Unilever), pharmaceutical (Bristol Myers Squibb), telecommunications (TIM) and transport (Trenitalia) sectors. She is currently a strategic consultant for large and medium-sized service companies, a member of the board of directors of various companies that are listed or in which Ministry of Economy and Finance has a shareholding, including Unieuro, Ferrovie dello Stato and Unidata S.p.A. She supports the EBRI – Rita Levi Montalcini Foundation in marketing and fundraising activities.

Ms Bucci is a contract professor in International Marketing at the La Sapienza University Rome as well as Chair and Senior Partner of Join Group - Business Advisory, a company which provides corporate strategic and operational consultancy, supporting management in digital transformation and change management.

In her long career, Ms Bucci has acquired skills in marketing, CRM, sales policies, planning, customer experience, income statement management, budgeting, pricing, revenue management and commercial processes.

#### **ALESSANDRA STABILINI**

Alessandra Stabilini is a lawyer specialised in corporate law, financial market law, banking regulation, corporate governance, and banks in crisis and financial intermediaries. She was born in Milan on 5 November 1970 and holds a PhD in Commercial Law from the Bocconi University Milan, a Master of Laws from the University of Chicago and a law degree from the University of Milan. She was an associate professor for various subjects at the University of Milan and currently lectures on corporate governance and corporate social responsibility. Her research activity focuses on company law, corporate governance, corporate social responsibility and sustainability and competition law.

In 2022 she founded her own law firm in Milan, Stabilex Law Firm - Avvocato Alessandra Stabilini, having previously been an equity partner at Advant Nctm Studio Legale and Nctm Studio Legale.

She currently holds various corporate offices as independent director and statutory auditor in various companies such as COIMA SGR S.p.A., Unieuro S.p.A., Banca Aidexa S.p.A., IllyCaffè S.p.A. Benefit Corporation, Hitachi Rail STS S.p.A. and Brunello Cucinelli S.p.A.

### ***Criteria and diversity policy in the composition of the Board and corporate organisation***

As regards the composition of the Board of Directors, the presence of differentiated and diverse professional backgrounds ensures compliance with the applicable recommendations of the Corporate Governance Code and is assessed annually as part of the self-assessment process.

The outcomes of board evaluations show a positive assessment was made by the directors in relation to the size, numerical composition, combination of age, gender and experience and professional and personal characteristics of the members of the Board of Directors. Overall, the directors considered the Board to have performed sufficient activities during the Financial Year, duly dealing with relevant business and financial issues, and able to rely on board members having a good mix of skills sets, sharing a willingness of service and united by a sense of commitment and responsibility in carrying out their roles.

For further details on the outcomes of the self-assessment, please refer to the "board evaluation" section of this Report.

Please also note that for the composition of the Committees, in accordance with the Regulations of the Unieuro Board of Directors, the Board takes into account the independence requisites, the professional characteristics of Directors and their experience, so that each Committee is made up of members whose skill set and professionalism is deemed adequate for the duties entrusted to the Committee on which they serve. The Board of Directors also takes into account the respect of gender equality and recommends that the chair of its Committees be divided equally between genders.

On 17 April 2023, the Board of Directors, following a prior assessment on the part of the Remuneration and Appointments Committee, evaluated the advisability of adopting a specific policy on the diversity in corporate bodies.

More specifically, during the above-mentioned meeting, the Board of Directors decided, in continuity with the previous year, not to adopt any specific policy on grounds that the suite of legal and regulatory provisions, including those under the Corporate Governance Code, for the composition of the administration, management and control bodies of the Company, allow for the adequate composition on matters such as gender, age, experience, professional and personal characteristics.

In any event, it should be noted that the Board of Directors is currently made up of 6 members belonging to the most represented gender and 5 members belonging to the under-represented gender.

In the context of protecting and safeguarding human resources, as indicated in the Code of Ethics, diversity and inclusion represent at Unieuro an opportunity for enrichment and innovation fundamental to ensuring that business activities are performed out in a concrete and sustainable manner.

The Issuer is committed to promoting equal opportunities in all aspects of employment relations commencing as of the recruiting stages, ensuring that candidates are selected solely on the basis of their skills, conducting a selection process that is clear, transparent, evidence-based and free of any discriminatory parameters.

For further information, please refer to the Code of Ethics adopted by the Company and made available to the public on the corporate website in the section "Corporate Governance / Corporate Documents and Procedures".

### ***Maximum number of offices held in other companies***

The Board of Directors, having considered that:

- each member of the Board of Directors resolves with knowledge of the facts and in autonomy, pursuing the objective of creating value for the Shareholders over a medium to long-term horizon, and - in accordance with the recommendations of the Corporate Governance Code- , ensures he /she gives adequate time and availability for the diligent performance of his/her duties, regardless of the positions held outside Unieuro Group with full awareness of the responsibilities inherent to the office held;
- to this end, prior to accepting office at the Company and notwithstanding the limitations established by the provisions of law and regulations regarding the accumulation of posts, each candidate for the position of Director must carry out an assessment of his/her ability to perform the tasks so assigned with due attention and effectiveness, taking into account, in particular, the overall commitment required by those posts held outside of the Unieuro Group

deemed it unnecessary to express any stance with regard to the maximum number of administrative posts held by board members in other companies, considering it more appropriate that a check be conducted from time to time, as to the overall number of actually offices held.

Without prejudice to that stated above, on 14 April 2020 the Board of Directors issued its guidance regarding the maximum number of administration and control offices deemed compatible with effective performance of the office of executive director or member of one or more Company internal board Committees ("**Guidance**"), as illustrated below.

Executive Directors of Unieuro, being those Directors holding positions on any of the Company's intra-board committees - may accept and retain the office provided that they believe they can devote the necessary time to ensure the effective performance of their duties. Such evaluation shall take into account both the number and nature of the positions held in the administration and control bodies of the Relevant Companies (as defined below) and the commitment required of them to carry out their further professional activities and corporate offices.

The companies considered as relevant for the purpose of the calculation of the accumulation of positions held in them are:

- a) Italian or overseas companies with shares listed on regulated markets;

- b) Italian or overseas companies which prevalently operate in the insurance, banking, securities brokerage, asset management or financial sectors, collectively, “**Relevant Companies**”.

The guidance approved by the Board provides for the following:

- a) **those persons holding the role of executive Director** of Unieuro may hold up to a maximum of three positions as Director or Standing Auditor in Relevant Companies, in addition to the position held in Unieuro.
- b) **Unieuro Directors who are members of the Unieuro intra-board committees** may hold up to a maximum of five positions as Director or Statutory Auditor in Relevant Companies, in addition to the position held in Unieuro.

For the purposes of counting the offices indicated above, any offices held in non-profit entities or companies directly and/or indirectly controlled by or associated with Unieuro are not taken into account.

The Directors are required to provide the Board of Directors an annual update stating the administrative and/or control positions held. The Directors shall promptly inform the Board of Directors in the event the roles held by them exceed the limits indicated.

Should the number of offices actually held exceed the limits set out above, the Board of Directors of Unieuro shall evaluate the situation from the viewpoint of the Company interests and may agree to exemptions (including temporary exemptions), giving reasons therefor.

For completeness, please note that on 22 March 2023 following a preliminary analysis on the part of the Remuneration and Appointments Committee, the Board of Directors deemed the Guidance to be adequate for the Unieuro structure and on 17 April 2023, verified that each Director who is a member of a Committee as well as the Chief Executive Officer is conformant with said Guidance.

#### **4.4. Function of the Board of Directors (pursuant to art. 123-bis, paragraph 2, lett. d), TUF)**

On 20 December 2021, in the context of adjusting corporate governance matters line with the Corporate Governance Code, the Board of Directors adopted a set of procedural rules that set forth their correct functioning (“**Regulations**”), also with a view to ensuring effective management of board information available to the public on the Company's corporate website in the section “Corporate Governance / Corporate Documents and Procedures”.

Said Regulations govern the role, organisation and operating methods of the Board of Directors, as well as the main organizational profiles of the Company's corporate governance model, to ensure, inter alia, the effective management of information amongst the corporate bodies. The Regulations further provide that operating procedures of the Committees shall be governed by specific regulations, approved by the Board of Directors upon the proposal of said Committees.

As regards meeting minutes, discussions and relative resolutions shall be recorded in meeting minutes drawn up in the Italian language, signed off by the Chairman and the Secretary (and by the Notary in those cases provided for by law).

Said minutes shall be drawn up as a short-form report of the business discussed and shall set forth: The principal interventions, as shall be summarized by the Secretary and, more specifically, those parts of any illustrations made that are deemed essential supplementary elements to the documentation submitted; the



questions and answers deemed apposite to clarify the documentation; any comments deemed relevant or which are specifically requested be recorded in the minutes; the votes cast by Directors.

The draft minutes shall be prepared by the Secretary and submitted to the Chairman for his/her validation and subsequent circulation to the Board of Directors. The Chairman may arrange the immediate recording of the minutes without prior approval on the part of all the other members in the event there are objective grounds of an urgent nature that render this necessary. In all cases the minutes shall be signed off by the Secretary.

Prior to approval, the draft minutes shall be circulated to the other members of the Board of Directors, and of the Board of Statutory Auditors to allow them to make any observations thereon by way of the Secretary, who shall then circulate them amongst the other meeting attendees. As a general rule, the draft minutes shall be put forward for approval at the very next Board meeting.

The minutes shall be kept by the Company Secretary in paper form on the corporate books containing meeting documentation and resolutions and shall also be made available for consultation by Directors or Statutory Auditors on the IT platform. The supervisory body may consult the minutes on request.

The Chairman the Secretary or Company Secretary may raise certified parts or extracts of those sections of the minutes pertaining to resolutions adopted for immediate execution prior to completion of the verification process of the complete version of the minutes. Said complete version shall indicate the interventions made.

To facilitate discussion of the items on the agenda, the Secretary or the Company Secretary shall make available to the Directors and Statutory Auditors such documentation as is deemed reasonably necessary to provide adequate information on the items on the agenda.

Preparation and subsequent sending of supporting documentation by the Company Secretary is governed by the "Procedure for the management of information flows to Board members of Unieuro S.p.A." duly adopted by the Company.

The Company Secretary shall send such documentation relating to the matters for discussion to the Board of Directors and the Board of Statutory Auditors, as a general rule not less than five days prior to the meeting, together with the notice of call to said meeting.

For any extraordinary meetings not scheduled on the annual calendar that are convened on less than five days' notice, or in any case convened in a manner not in compliance with the above-mentioned deadline, the documentation shall be made available as soon as possible, and in any case prior to board meeting commencement.

Said documentation shall be accessible by the Board of Directors and the Board of Statutory Auditors through an IT platform with restricted access and that ensures that the data and information are sufficiently safeguarded. In case of specific requirements, the information may be made available in an alternative manner provided that such manner allows the complete documentation to be kept confidential and accessed in a timely way.

Directors and Statutory Auditors are under a duty to treat all information made available pursuant to the previous article as confidential, as is equally confidential all information acquired by them for the purpose of their offices as specified under article 8 of the Regulations.

Should any Director or Statutory Auditor deem additional documentation necessary, then he/he shall inform the Company Secretary in writing in good time to allow said Company Secretary to liaise with the relevant company functions and procure the necessary information, preferably no later than the day prior to that

fixed for the meeting. The Company Secretary shall send any additional information, where available, by commencement of the meeting.

Should it not prove feasible to provide documentation well in advance, the Chairman, with the support of the Secretary, shall ensure that a timely and thorough explanation be given on the issue/s during the board meeting.

The Chairman may check with the Company Secretary that the above-mentioned information has been duly made available to the Directors and Statutory Auditors. Such information may be supplemented with any illustrations as may be provided during the board meeting, or in any specific preparatory meetings to clarify any issues and ensure that Directors are able to perform their functions in an informed manner.

With regard to Financial Year, and as of the date of this Report, the Directors and the Statutory Auditors have been provided supporting documentation in relation to the matters under discussion, particularly the resolution envisioned, in sufficient advance time, save for in cases of an exceptional and exogenous nature. Any urgency for the convening of board meeting and any extension of deadlines for the transmission of documents is always shared in advance with all the board members. Said members have declared that they consider themselves duly informed of the facts and of those in relation to which adequate and timely further in-depth information is generally obtained as a matter of course during the work of the board.

During the self-assessment process conducted at the end of the 2022-2023 financial year, the adequacy and timeliness of pre-meeting information was specifically addressed by the directors who agreed that such disclosures were consistently made in a timely and sufficient manner.

Pursuant to article 18 of the Articles of Association, the Board of Directors shall meet at the Company registered office or at any other place as shall be indicated in the notice of meeting provided that such place is within Italy whenever the Chairman deems such meeting to be necessary, or by the vice chairman should the former be absent or prevented from calling a meeting.

The Board of Directors shall also meet where requested in writing by at least 3 (three) of its members (if the Board has seven 7 (seven) or 9 (nine) members) or by at least 4 (four) of its members (if the Board has 11 (eleven) to 15 (fifteen) members), to resolve on any specific management issue they deem of particular importance; this issue shall be mentioned in the notice of meeting.

For the purpose of providing appropriate further details regarding the items for discussion on the agenda, invitations to attend board meetings held during Financial Period were given to several senior staff of the Issuer in charge of pertinent corporate functions as well as several outside consultants. This enabled said board meetings to be used also as opportunities for the Directors to obtain adequate information with regard to the management of the Company.

More specifically, the Legal Director is an established participant in the meetings of the Board of Directors and he or she describes the topics pertinent to his or her function in relation to the matters on the agenda for the Board of Directors. The General Manager, Chief Financial Officer and the Manager responsible for the preparation of the company's accounting documents also participate in most meetings of the Board of Directors, as does the Internal Audit Manager or the Company's employees from time to time depending on the matters on the agenda, to describe specific topics connected with its business, upon request of the Board Chairman.

In accordance with article 18 of the Articles of Association, the Board of Directors' meeting is quorate if the majority of its members are present. Meetings of the Board of Directors may also take place by videoconference or conference call, provided that each participant can be identified by all the others and that each participant is able to participate in the discussion of business in real time, as well as to send, receive



and view documents. Provided these conditions are met, the meeting is deemed to be held at the venue from which the Chairman and Secretary take part.

The Board of Directors passes resolutions with the favourable vote of the absolute majority of board members present.

The Board of Directors meets regularly: During Financial Period it met 15 times (with meetings lasting an average of around 2.4 hours each) and attendance stood at around 98% for directors and 96% for Independent Directors. During current financial period, at least 12 meetings are scheduled (3 of which have already been held as of the date of this Report). Meetings were held both by electronic means and at Unieuro's premises.

The Directors have ensured that they have sufficient time and availability to diligently fulfil the duties entrusted to them.

#### **4.5. Role of the Chairman of the Board of Directors**

Pursuant to article 17 of the Articles of Association, if not duly appointed at the Shareholders' Meeting, the Board, shall elect the Chairman and may appoint one or more Vice Chairmen from amongst its members, to hold office the same terms as that of the Board of Directors.

The Chairman may not assume executive responsibilities on the Board of Directors and shall exercise the functions required under applicable legislation and regulations.

More specifically, the Chairman of the Board of Directors: (i) has the power to represent the Company; (ii) presides over Shareholders' Meetings; (iii) convenes and chairs the Board of Directors meetings, sets the agenda, coordinates its activities and ensures that all directors receive adequate information about the items on the agenda; (iv) monitors the implementation of the Board's resolutions.

The Chairman shall carry out his/her duties on the basis of the powers granted by law and the Articles of Association, without delegating any management powers, and may enlist the support of the Secretary of the Board of Directors, ensuring adherence with the Board of Directors regulations and all the matters pertaining thereto.

The Chairman shall liaise between executive and non-executive directors and, with the support of the Secretary, ensure the effective functioning of board proceedings. In this regard, the Chairman shall promote opportunities for in-depth training involving both executive and non-executive directors, and, with the support of the Secretary, shall ensure there are opportunities for dialogue and exchange of information between the two components, including at board meetings.

During the financial year 2022/2023, in compliance with the Corporate Governance Code recommendations, the Chairman, oversaw with the support of the Secretary:

- that pre-meeting information and supplemental information provided during meetings were adequate to enable directors to act in an informed manner in the performance of their offices. In this regard, during the self-assessment process, the directors gave a favourable opinion on the completeness and accuracy of the topics discussed and the information flows addressed to the Board of Directors;
- that the activities of the board committees having assessment, propositional and advisory functions were coordinated with the activities of the Board of Directors, also by way of attendance at meetings

of said committees. Moreover, the Chairman of each committee reported promptly to the Board of Directors on activities carried out so as to coordinate the respective works;

- in agreement with the Chief Executive Officer, that the Company's executives, managers of the company departments competent as regards the specific topics, or consultants with proven track record of experience and professionalism, attended Board meetings, also upon request of individual directors, so as to provide the appropriate in-depth analyses or clarifications on the items on the agenda;
- that all members of the management and control bodies were able to participate, after their appointment and during their term of office, in initiatives having the purpose of providing them with adequate knowledge of the business sectors in which the company operates, of the corporate dynamics and their evolution, including in the remit of sustainable success of the Company, as well as of the principles of correct risk management and the applicable regulatory and self-regulatory framework. With regard to this aspect, the Company Secretary arranged specific board induction sessions for the newly appointed Directors Levi and Nisticò, to inform said officers of the main topics as are necessary and useful for the performance of their duties. Furthermore, periodic briefings and in-depth sessions were conducted during individual Board meetings, whenever deemed necessary on grounds of legislative and regulatory changes concerning the Company and its corporate bodies. During the course of the business year, Company management were provided with, *inter alia*, in-depth information on topics relating to the business, organisational developments, innovation and company organisation and certain other specific matters deemed of interest;
- the adequacy and transparency of the Board's self-assessment process, with the support of the Remuneration and Appointments Committee. More specifically, the Chairman, with the support of said Remuneration and Appointments Committee, ensured that the Board's self-assessment process, as was managed by an external consultant of primary standing, has been conducted in an adequate and transparent manner;
- following the Board of Directors' approval of the Policy for the management of dialogue with shareholders and other interested parties there have been no significant occasions of dialogue with shareholders save for the usual exchanges in relation to the submission of a list by the Board of Directors, in view of the renewal of the Board, of which the Board was duly and fully informed.

### **Secretary of the Board**

Unieuro appointed its Secretary of the Board whose requisites and powers are set forth in article 6 of the Regulation of the Board of Directors.

The Secretary shall be appointed by the Board of Directors and may be non-Board member. He/she shall remain in office until the appointment is revoked by the Board of Directors or until his/her resignation. The Secretary shall have at least five years of work experience in the legal field, with particular reference to corporate governance and/or corporate secretarial duties for listed companies. Currently, the position of Secretary of the Board of Directors is held by Legal Director Avv. Filippo Fonzi, who fulfils the above-mentioned requirements.

In accordance with the provisions of the Board Regulations, the Secretary has supported the activities of the Chairman and provided impartial assistance and advice to the Board of Directors on every aspect relevant to the proper functioning of the corporate governance system, has ensured the appropriate information flows between the various committees and the Board, and has supported the supervisory body, thus facilitating

the correct functioning of the administrative body and of corporate governance.

#### 4.6. Executive Directors

##### *Chief Executive Officer*

Pursuant to article 20 of the Articles of Association, the Board of Directors may delegate, within the limits of article 2381 Civil Code, certain of its powers to one or more of its members, establishing their powers and, after consulting the Board of Statutory Auditors, the related remuneration. The Board of Directors may also require an executive committee to be appointed, composed of some of its members.

Following appointment of the new Board of Directors on 21 June 2022, said Board conferred the powers and duties of the Chief Executive Office upon Director Giancarlo Nicosanti Monterastelli on 24 June 2022.

Thus, the powers and delegated duties attributed to the Chief Executive Officer as on 24 June 2022, are:

- A) (Contracts) the power to make, implement, enter into, negotiate, conclude, sign, finalise, amend and terminate:
- a. Leasing of businesses or lines of business (including so-called “shop in shop” set ups), lease agreements involving real estate; said power shall be performed with the following limits: by single and separate signature for total amounts not exceeding the maximum limit of Euro 1,000,000 (one million) per single item, meaning the amount of rental agreed (including expenses) for each individual year of the term of lease (if the rental increases, the total amount is upwardly adjusted; if the rental is a percentage of revenues, then the amount is calculated with reference to the store business plan) and for leases not having an overall duration exceeding 12 months, inclusive of the period of any renewal thereof;
  - b. Contracts relating to the provision of services, for, marketing, IT systems, call centre and customer care, security and surveillance, with single and separate signature to the extent the contract involves commitments for the Company for total amounts not above the maximum limit of Euro 2,000,000 (two million) per individual item;
  - c. Appointment of professionals and/or consultants (including contracts for the provision of services of an intellectual nature with single and separates signatures to the extent the contract involves commitments for the Company for total amounts not above the maximum limit of Euro 2,000,000 (two million) per individual item;
  - d. Advertising and promotion contracts, including those entered into through third parties (including the acceptance of regulations for prize-awarding competitions as set out in paragraph 3 of article 10 of DPR 430/2001), with single and separate signature where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 30,000,000 (thirty million) per single item;
  - e. Any gift or donation for charitable purposes or sponsorship with single and separate signature where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 300,000 (three hundred thousand) per single charitable initiative/sponsorship. However, sponsorship agreements concluded with Related Parties as defined in the "Related Party Transactions" Regulations approved by Consob resolution No. 17221 of 12 March 2020, as amended from time to time, are not within the remit of this power and the Board of Directors remains exclusively and collectively responsible therefor;
  - f. Private insurance contracts or mandates including credit insurance. The power granted entitles the holder to sign the relative policies, make amendments thereto and provide

- receipts for any amounts paid out thereunder with single and separate signature where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 2,000,000 (two million) per single item;
- g. Tender contracts involving, by way of example, building works and plant facilities at sales outlets or the head office, as well as involving routine and extraordinary maintenance of Company real estate assets and real estate-related in general (such as, by way of example only, leases, bailment agreements, other) held by the Company, with single and separate signature where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 1,000,000 (one million) per single item;
  - h. Contracts for the supply of energy and telecommunications with single and separate signature, without limit on the value;
  - i. Agreements for commercial franchises or supply of goods and/or services with the granting of licences to use the brand/logo owned by the Company, corresponding to either the Unieuro or Unieuro City brand/format, with single and separate signature, without limit on the value;
  - j. Framework agreements with suppliers concerning the purchase of goods destined for sale, within the scope of ordinary business, by single and separate signature, without limit on the amount;
  - k. Purchase, sale or trade in contracts concerning movable assets destined for sale within the scope of ordinary business, the negotiation of the terms and conditions thereof. Such agreements include those for: selective distribution; procurement of private label products from Italian or foreign suppliers; management of product procurement as well as those to ensure: correct usage of third-party property rights; respect for consumer rights: that manufacturers hold the relevant licences, by single signature, without limit on the amount;
  - l. Tender contracts for logistics services (by way of example only and not by way of exhaustive list, portage, transportation, handling of goods and materials, warehouse management and so forth) by single and separate signature, without limit on the amount;
  - m. Purchase, sales or trade in contracts concerning movable assets (other than those mentioned above), including equipment for Company plant, office furniture, raw materials and every other type of movable asset whether or not such asset is required to be registered, with the exception of motor vehicles and cars, by single and separate signature for total amounts not above the maximum limit of Euro 2,000,000 (two million) per single item (as regards lease agreements, this means the sum of the rentals agreed for the entire effective duration of the lease);
  - n. Purchase, sales, trade in or leasing contracts concerning motor vehicles and cars, with the broadest powers to decide the relative manner, price and conditions and to perform all necessary procedures in the relevant public register and any other competent office which include powers to permit registration and cancellation of any charges over such vehicles, obtaining the relative documents and performing appropriate formalities at the competent offices and exonerating such offices and the competent public registrars of vehicles from liability, with single and separate signature for total amounts not exceeding the maximum limit of Euro 100,000 per single item;
  - o. Out of court settlement agreements concerning trade receivables and/or payables disputes by single and separate signature for total amounts not greater than the maximum limit of Euro 500,000 (five hundred thousand) per single claim;
  - p. Participate in public procurement bids for the sale of Company products to public entities, sign the relative offers and any documentation necessary for the bid project. Organise temporary company groupings for the purpose of participating in the bid assuming the role

- of agent or principal. Draw up, sign and withdraw regulations for any temporary company grouping, with single and separate signature for total amounts not exceeding the maximum limit of Euro 500,000 (five hundred thousand) per single item;
- q. Provide the signature of validation for transfer of ownership in company shares held by shareholders and perform all acts as may be necessary for the centralised management of company shares in virtue of their dematerialisation in accordance with current legislation, with single and separate signature, without limit on the value;
- B) (Finance) power to carry out any debit or credit transaction in Italy or abroad, with Banks, Financial Institutions and Postal Administrations in domestic or foreign currency, and in particular the power to:
- a. Negotiate, enter into, amend, terminate and settle: credit agreements, mortgage secured and unsecured loans, financing with authorised parties by single and separate signature provided the amount of the single transaction does not exceed the maximum amount of Euro 15,000,000 (fifteen million);
  - b. Use all lines of credit granted to the Company, within the maximum agreed limit (by way of example, but not by way of exhaustive list, revolving lines of credit, facilities, etc.) without a limit on the amount of the individual transaction, with single and separate signature;
  - c. Negotiate, enter into, amend, settle, terminate finance lease agreements, with single and separate signature, provided that the amount of the individual transaction does not exceed the sum of Euro 2,000,000 (two million);
  - d. Negotiate, enter into, amend, terminate and settle factoring agreements and, generally, for credit assignment, whether transfer or acquisition thereof, sign any debt assignment, payment mandate, an authorisations of anticipation note or discount transactions, establish guarantees and perform any and all other actions within the usage of factoring, with the power to delegate such duties to third parties with single and separate signature up to the maximum amount of Euro 10,000,000 (ten million);
  - e. Negotiate, enter into, amend, settle, terminate contracts relating to consumer credit, with single and separate signature without limit on the amount;
  - f. Demand, receive and collect any and all amounts due to the company on whatever grounds and for whatever reason and furnish receipts for full or partial collection. Pay amounts into the Company bank and postal office accounts, encash postal and telegraphic money orders, standing orders, cheques, bills of exchange, endorse cheques for payment onto such accounts, endorse negotiable instruments solely for their payment, discounting, quitclaim or dishonours as well as provide bank approvals, with single and separate signature without limit on the value;
  - g. Pay any amount due from the Company for any single transaction, by way of example and not by way of limitation, by issuing cheques, effecting wire transfers, issuing bills of exchange, withdrawing bills or direct debits, and generally, operating the Company's current bank and post office accounts, not by way of limitation, for payments for: suppliers, service providers, professionals, employees, supplementary pension funds, social security institutions, the treasury, customer reimbursements and so forth all from immediately available funds or overdraft facilities with credit institutions and in all cases in accordance with the contractual provisions which govern relations with said credit institutions;
  - h. Transfers funds between Company current accounts from immediately available funds or overdraft facilities at credit institutions, in all cases in accordance with the contractual provisions which govern relations with said credit institutions;

- i. Apply to credit and insurance institutes for the issuance of guarantees or performance bonds to guarantee fulfilment of the Company's obligations, with single and separate signature up to the maximum amount of the credit line;
  - j. Issuing guarantees or letters of patronage in the interest of other Group Companies with single and separate signature for total amounts not exceeding the maximum limit of 1,000,000 (one million) per single item;
  - k. Open, use, close (agreeing the relative terms and conditions) deposits on current accounts at banks, financial institutions and postal administrations, both in Italian and foreign currency, if necessary, designating the persons (also from employees or para-subordinate contractors pursuant to article 409, no. 3 of the Code of Civil Procedure, and excluding agents and commercial representatives of the Company and other Unieuro group companies) who are permitted to operate on these accounts, conferring upon them the necessary powers to carry out deposit and withdrawal transactions within available limits previously agreed – with single and separate signature;
  - l. Enter into service agreements for the management of electronic money, transport of currency and all other matters to ensure the correct management of store takings, including those through e-commerce platforms with single and separate signature, for total amounts not exceeding the maximum limit of 10,000,000 (ten million) per single item;
  - m. Represent the Company, before any financial administration office, administrative or tax commission at any level, in all procedures, including assessment and judicial proceedings at any level and before any venue, relating to duties, tax and contributions of any kind, with the right to endorse, present and discuss declarations, appeals, claims, briefs, applications and opposition documents before the competent authorities and commissions, including central commissions, as well as agree, reconcile and settle, demand and collect repayments of duties, taxes, charges and contributions, with single signature. To represent the Company in administrative and judicial proceedings with the power to bring court action before any level of court and before any venue, including the Italian supreme court of Cassation, to bring actions before any other authority, whether of an administrative or tax nature, by any process whatsoever, to defend against the actions and any act of the Finance Administration and against any applications brought against the Company and to appoint for such purpose attorneys-at-law, registered and chartered accountants, attorneys-in-fact and experts.
- C) (Staff) with regard to the staff of the Company, and for the carrying out of Company business, except as otherwise provided for below, the powers - in relation to operations of any amount to:
- a. Negotiate and enter into collaboration and contractor agreements for the supply of labour with authorised Employment Agencies, or contracts with autonomous labour resources (including job contracts, coordinated and continuous outside contractor agreements and quasi-subordinate work contracts pursuant to article 409, no. 3 of the Code of Civil Procedure);
  - b. Negotiate and enter into contracts with agents, dealers and commission agents and representatives for sales, with or without goods' storage facilities, whether in Italy or abroad;
  - c. Negotiate and enter into employment contracts for employees with the exception of relationships relating to (i) managers with strategic responsibilities of the Company ("Managers with Strategic Responsibilities") as defined by the legislation currently in force (IAS 24, paragraph 9 and Consob Regulation No. 17221 of 12.03.2010 updated from time to time), since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the General Manager shall be required;



- d. Negotiate and determine the conditions and modalities of the employment relationship (also amending any such agreement in force), including remuneration, promotions, transfers, and amendments to duties and working hours, with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the General Manager shall be required;
- e. Prosecute disciplinary offences and adopt disciplinary measures; with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the General Manager shall be required;
- f. Terminate the labour and contractor relationships with the Company with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively ; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the General Manager shall be required;
- g. Represent the Company before any appropriate labour and social security Authority, both with regard to independent personnel as well as employees, as well as before any Entity and/or Institutions provided for by law (such as, by way of example but not by way of exhaustive list, INPS, INAIL, pension and supplementary healthcare funds, Enasarco, the Labour Centre, the Labour Inspectorate, the Ministry of Labour, and the Territorial Labour Administration) as well as before any appropriate territorial labour office or body, with respect to the management of staff and the completion of the processes inherent thereto (including, by way of example and by way of exhaustive list, notification of hiring and firing, apprenticeship agreements, apprenticeship projects, opening new INAIL-INPS positions, reporting of accidents and of disabilities), with the power for such purpose to freely agree on any covenant or condition that he or she deems necessary for the performance of the tasks entrusted to her/him;
- h. Sign off the tax and social security certification relating to contributions and remuneration as well as prepare, sign and submit forms for the payment of social security contributions and taxes;
- i. Sign settlement agreements relating to the labour relationship of employees, quasi-subordinate workers and autonomous workers pursuant to article 409, no. 3 of the Code of Civil Procedure, for the Company, without any limit on the amount thereof;
- j. File appearances in court and in any extrajudicial venue in any dispute relating to labour, pensions or social security with the fullest powers to reach settlement;
- k. Represent the company in any type of relations with company trade union representatives and with the local and national trade union organizations and sign labour union agreements;
- l. Appoint, retain and remove attorneys-at-law, attorneys-in-fact and counsel, manage the enforcement of judgements and do whatever else is necessary and appropriate without exclusion or exception;
- m. Sign and submit to the appropriate offices and authorities, applications for financial facilities, facilitated financing grants, as well as funds, grants, contributions or incentives provided for by EU, domestic or regional rules for the training and updating of personnel, providing all

relevant information at the fact-finding level for the individual applications and signing off any communication or document relating to the management and progress of the investment programmes, including communications relating to the final accounting of investment programmes;

- D) (Fiscal, tax and social security compliance) the power to manage and put in place all necessary activities in order to comply with the provisions of the various laws, regulations and administrative rules on fiscal, tax and social security matters, with the power to prepare and sign any pertinent record and declaration required by law;
- E) (Italian Antitrust Authority) the power to manage and put in place all necessary activities in order to comply with the provisions of the various laws and regulations to ensure protection against infringement of competition law, with powers to prepare and sign any pertinent record and declaration;
- F) (Workplace safety) considering the type and structure of the corporate organisation and the effective exercise of decision-making and spending powers, for the purposes of ensuring an ever more efficient and strict compliance with the legal occupational health and safety obligations, to identify the CEO, Giancarlo Monterastelli Nicosanti - considering his position on the corporate organizational chart as the person most appropriate for assuming the tasks inherent to the role of employment provider as defined by article 2, para. 1, letter b), of Legislative Decree no. 81 of 9 April 2008 as amended ("Consolidated Act") for all areas of business activity and those relative to the workplace as well as those workplace appurtenances for which the Company has legal title to disposal of (the "Employment Provider"), without prejudice to the right of the Board of Directors to identify other employers for specific company sectors, granting to him/her all necessary powers of decision-making and expenditure for all aspects relating to the health and safety of employees, meaning that the above-mentioned Employment Provider may, at his discretion, dispose of property of the Company with no limitation on such power, insofar as he/she deems it necessary to guarantee the best possible conditions of safety and health for employees; as Employment Provider, he/she shall also have, among other things, the power to represent the Company in matters of social security and workplace personal injury prevention before all appropriate bodies, including supervisory bodies and judicial authorities, as well as in relation to employees and their representatives, suppliers, outside contractors and other contractors working in cooperation with the Company, in general. Notwithstanding the foregoing, the powers of the Employment Provider to delegate certain of his/her functions within the limits and pursuant to the conditions set forth in articles 16 and 17 of the Consolidated Act, remain unaffected and are without prejudice to the supervision obligations, as well as the powers for appointing managers and supervisors. For an exhaustive list of the powers and duties of the employer, we refer you to the detailed indications at article 17 (on the topic of non-delegable duties) and at article 18 paragraph I of Legislative Decree 81/2008.
- G) (Environmental protection) all powers regarding environmental protection and protection against noise, electromagnetic, water, atmospheric and soil pollution, complying with the rules in force, including the power to organise and coordinate corporate functions regarding ecology and environmental protection and to manage the waste produced by the company business or in any manner deriving from it, as well as the disposal thereof, with full powers of sub-delegation; He/she shall arrange a delegation of powers and ensure that each such delegation is granted in full conformance with the following criteria: (i) it shall be granted to a delegee having the professional and experience requisites necessary for the specific power so delegated; (ii) it shall grant the delegee all powers of organisation, management and supervision as required by the specific nature of the delegated functions; (iii) it shall provide that the delegee had autonomy as regards expenditure as may be necessary to carry out the delegated function/s; (iv) it shall be accepted in writing by the delegee; (v) timely disclosure thereof shall be made in the organisational model. The delegation of



functions has the core aims of: organising and coordinating the company functions in the fields of ecology and environmental protection; managing the Waste Electrical and Electronic Equipment (W.E.E.E.) produced by or in any case arising out of company business and the related disposal thereof. The delegation shall provide for powers representation and autonomous management of financial resources as well as of employees or collaborators, to the extent deemed appropriate, depending on the need for technical specialisation or particular professional qualification, mindful also of compliance with the provisions referred to in Legislative Decree no. 152/2006 ("**Environmental Rules**") and the subsequent amendments thereto, as well as the power to use consultants and to enter into contracts with them without limitation on expense and by single signature. The Chief Executive Officer shall also be vested with the power to exercise an effective supervisory function embodied in an apposite system that monitors the functioning of the model and the execution of the delegated powers;

H) (Privacy protection)

- (i) take decisions on behalf of the Company regarding the processing of personal data owned by the Company and implement all the technical and organizational measures necessary to guarantee, and be able to demonstrate, that the processing is carried out by the Company in accordance with Regulation (EU) 2016/679 ("Regulation") and in general with the applicable legislation, including Legislative Decree no. 196/2003, as amended by Legislative Decree no. 101/2018 and the provisions of the regulatory authorities regarding the protection of personal data *pro tempore* applicable (hereinafter "applicable legislation");
- (ii) appoint the data protection officer ("**DPO**") pursuant to article 37 of the Regulation and interact with them in accordance with the provisions of article 38 of the Regulation;
- (iii) designate the persons authorized to process personal data, who will operate under his direct authority and in accordance with his instructions, as well as any person(s) who may be in charge of a unit for which the scope of the data processing allowed to its employees is identified, and give them the necessary instructions so that they may operate in compliance with the regulations in force at the time and carry out their training on protection of personal data;
- (iv) identify, if necessary, within the company organization, the names of persons who, due to experience, ability and reliability, can suitably guarantee full compliance with the applicable legislation, including in terms of security and authorizing them to process personal data belonging to the company and delegating to them all the necessary and appropriate powers, so that each of them shall, in the name and on behalf of the same company do the apposite tasks, by way of example only, prepare and disclose in the manner ascribed by the applicable legislation, information concerning the processing of personal data and, where requested, the collection of any consents necessary for the processing of personal data, according to the procedures provided for by the applicable legislation; select the service providers in the manner indicated in per paragraph (v) below, and enter into data processing agreements, pursuant to article 28 of the Regulation; draw up, where required with the support of the data protection officer, the requisite data protection impact assessment ("**DPIA**") pursuant to article 35 of the Regulation; in the event processing is in legitimate interests of the company pursuant to article 6 (1) (f) of the Regulation, then draw up the necessary assessment illustrating the balancing of the legitimate interest of the company with the rights and freedoms of the interested parties ("legitimate interest assessment" or "**LIA**");

- (v) when choosing external service providers and professionals to process personal data owned by the company, to select subjects of which their experience, ability and reliability provides a suitable guarantee of full compliance with the applicable legislation, concerning the processing of personal data, including in terms of security, and entering into agreements with them for the processing of personal data pursuant to article 28 of the Regulation;
- (vi) negotiate, enter into, subscribe to, sign, renew, terminate and modify collaboration, consultancy agreement for the provision of professional services in the field related to the processing of relevant personal data pursuant to the applicable legislation on the protection of personal data, commission studies and codes of conduct pursuant to article 40 of the Regulation, by signing the relative contracts and documents as well as confer and revoke professional appointments in relation to the foregoing;
- (vii) maintain and control the personal data being processed, in such a way as to reduce to a minimum, through the adoption of appropriate and preventive security measures, including the application of the procedure on the management of data breach pursuant to articles 33 and 34 of the Regulation, the risks of infringement of personal data laws;
- (viii) maintain adopt, in compliance with the regulations in force at the time, the technical and organizational measures, including all the procedures contained in the company's privacy organizational model that shall be suitable to, and shall, guarantee compliance of the processing with the principles of, the applicable legislation;
- (ix) draw up the Processing of Data Register pursuant to article 30 of the Regulation and keep it constantly updated;
- (x) plan and execute, in agreement and collaboration with the Data Protection Officer and with the relevant internal functions, the audits envisaged by the applicable legislation, in particular with reference to the security measures and the obligations relating to system administrators (where applicable);
- (xi) perform whatever activity as may be necessary to correct any non-conformities reported by the Data Protection Officer in the exercise of his functions and those reported by the relevant functions or during audit with a view to continuous improvement required by the most recent security standards (for example: ISO/IEC 27001);
- (xii) represent the Company in disputes, both judicial and extrajudicial, in the cases provided for by the applicable legislation on data protection, vested with the broadest powers, including those for appointing and revoking lawyers, counsel to bring/defend disputes, arbitrators and experts, as well as those to conciliate and settle disputes, ensure enforcement of judgements, and do whatever is necessary and appropriate, with no exceptions or exclusions;
- (xiii) manage, together with the Data Protection Officer, relations with the Regulatory Authority (the "**Privacy Regulator**"), on behalf of the Company, in accordance with the provisions set out in the "procedure for cooperation with the authority" and to file appeals, complaints, requests for prior consultation, opinions or other;
- (xiv) in any case, carry out any activity, adopt any decision and implement any necessary initiative to guarantee, and be able to demonstrate, that the processing is carried out by the Company in compliance with the applicable legislation;

for matters not expressly mentioned above, to fully implement the applicable legislation, including the provisions adopted by the Privacy Regulator or any other authority regarding the protection of personal data, in Italy and abroad, where applicable;

- I) (Openings) All powers necessary to represent the Company before administrations, authorities, entities and offices whether national, regional, provincial or municipal in the handling, presentation and signature of all operations aimed at opening, restructuring, expanding and adapting shops and central offices;
- J) (Reporting) Sign and/or submit reports to any appropriate authority (including- by way of example only – to public safety, security and judicial authorities) in relation to thefts and burglaries of goods, missing cash and other such events at sales outlets, warehouses, the central office or any place where the Company may do business;
- K) (Exports) Carry out, with representatives of the Bank of Italy, customs, consulates, chambers of commerce and any public or private entity, all operations of shipping, clearance, withdrawal of goods, securities or instruments, valuables, parcels, and letters, including where registered/certified and insured, and/or in any manner inherent to importing and exporting in general (whether or not subject to specific regulation), including temporary operations, operations in transit and free-of-charge operations, for any goods, including for warehouse), with the power to issue receipts by way of discharge and declarations of release, to grant restrictions and discharges, to sign the documentation required for customs and consular purposes, as well as to pay and collect amounts relating to customs fees;
- L) (Representation before the courts)
  - a. Represent the Company before any judicial, administrative, tax, ordinary and special authority in any proceeding at any level and venue, and before mediation bodies, with the power to sign petitions, appeals, declarations of concordance under Legislative Decree no. 218 of 19 June 1997 as amended, claims for exemption and refund, both verbal and written, on any subject matter, bringing and maintaining actions in the civil, criminal and administrative courts, of whatever nature, including declaratory actions, enforcement, currency exchange actions, joinder as civil party, and, as well, proceedings for bankruptcy, composition and judicial administration and moratorium and extra ordinary administration fulfilling the pertinent formalities and thus managing the appointment of special delegation parties, attorneys-in-fact and attorneys-at-law, attorneys-in-fact for actions and proceedings, arbitrators, experts and referees, to elect domicile, to commit to arbitration, including amicable ADR , for any and all disputes in which the Company may have an interest;
  - b. Validly propose and sign settlements, whether for in court or out of court settlements, and records of conciliation, including under article 48 of Legislative Decree no. 546 of 31 December 1992 as amended, arranging the payment of damages and concluding active and passive third party claims, including those of outlet customers, appointing experts, medical experts and lawyers and with the power to agree settlements envisaging an obligation for the Company of up to the limit of Euro 5,000,000 (five million) (or the equivalent thereof in another currency) for each matter;
  - c. Represent the Company in any and all tax issues or matters, before any authority or office, including tax, registry and customs commissions and expert panels;
- M) (Intellectual Property)
  - a. Enter into and amend contracts providing for all appropriate clauses, including arbitration clauses, for the acquisition and exchange of intellectual property rights (trademarks, patents, models, copyright and so forth), and to manage confidential know-how and research projects, plant construction and engineering works generally and with the power to license the Unieuro and Unieuro City trademarks or tradename for fixed periods, initiatives and

specific online sectors in line with the corporate vision, mission and values. This power excludes any disposal of trademarks;

- b. Perform any and all acts as may be required by the legislation in force in the individual place of registration, to carry out patenting procedures to obtain, manage and protect patent, trademark and other individual property rights in Italy and overseas; perform any and all acts as may be required for the recognition and protection of the company's intellectual property rights, including bringing and defending disputes, duly appointing patent agents whether in Italy or overseas and granting such agents the relative powers;

**N) (Legal Representation)**

- a. Represent the company at shareholders' meetings of those companies in which Unieuro holds shares, with the widest powers of representation in this regard; lodge and withdraw securities for the purpose of participating at such meetings;
- b. Represent the company in relations with institutional and non-institutional investors, as well as qualified operators in compliance with the Policy for the Management of Dialogue with Shareholders and other Interested Parties;
- c. legal representation of the Company, subject to the same limitations as the matters entrusted to the Chief Executive Officer as set forth above, and always within those limitations, the power to sign administrative correspondence of the Company.

The CEO holds the office of principal executive in charge of management of the enterprise pursuant to the Corporate Governance Code.

On 19 May 2021, in the broader context of the remodelling of Unieuro's organisational structure, the Board of Directors established the office of Chief Strategy Officer. Such officer reports directly to the Board of Directors and is responsible for determining and implementing the company's strategic development as well as relations with strategic stakeholders.

The Board of Directors previously resolved that said office be entrusted to Giancarlo Nicosanti Monterastelli, who is already Chief Executive Officer of the Company. We draw your attention to the fact that on 9 May 2023, the Board of Directors considered the retirement notice received from Giancarlo Nicosanti Monterastelli, in accordance with which, his employment in the function of Chief Strategy Officer shall end as of 1 June 2023.

***Chairman of the Board of Directors***

In accordance with the provisions of the Articles of Association, the Chairman has not been entrusted with any management powers, nor does he/she perform a specific role in the development of corporate strategies and is not the Issuer's controlling shareholder.

***Executive Committee***

Pursuant to article 20 of the Articles of Association, the Board of Directors may also decide that an executive committee be created, such committee composed of several of its members.

At the date of this Report no executive committee has been created.

***Reporting to the Board***

As provided for by article 2381, para. 5, Civil Code, and article 20.2 of the Articles of Association, delegated bodies are required to report to the Board of Directors - promptly and at least quarterly - duly reporting during the Board meetings at which at least one representative of the Board of Statutory Auditors is present, on the activities carried out, the overall performance of the management and the foreseeable evolution thereof, as well as the most significant transactions in terms of size and characteristics carried out by the Company.

The Articles of Association also state that the directors promptly report, at least on a quarterly basis, to the Board of Statutory Auditors on the activities carried out and on the most significant economic, financial and asset transactions carried out by the Company or its controlled companies and, in particular, on transactions in which such directors have an interest, be it on their own behalf or on behalf of third parties, or which are influenced by the party who may exercise direction and coordination. Such information is usually given at meetings of the Board of Directors.

### ***Other executive directors***

On 21 June 2022, the General Manager Maria Bruna Olivieri was appointed as Board member. On grounds she holds a management position within the Issuer, she falls within the classification of executive director pursuant to the Corporate Governance Code.

As at the date of this Report, the powers conferred by the Board of Directors on the General Manager are set forth below:

- A) (Contracts) the power to make, implement, enter into, negotiate, conclude, sign, finalise, amend and terminate:
  - a. Leasing of businesses or lines of business (including so-called “shop in shop” set ups), lease agreements involving real estate; said power shall be performed with the following limits: by single and separate signature for total amounts not exceeding the maximum limit of Euro 1,000,000 (one million) per single item, meaning the amount of rental agreed (including expenses) for each individual year of the term of lease (if the rental increases, the total amount is upwardly adjusted; if the rental is a percentage of revenues, then the amount is calculated with reference to the store business plan) and for leases not having an overall duration exceeding 12 months, inclusive of the period of any renewal thereof;
  - b. Contracts relating to the provision of services, for marketing, IT systems, call centre and customer care, security and surveillance, with single and separate signature to the extent the contract involves commitments for the Company for total amounts not exceeding the maximum limit of Euro 2,000,000 (two million) per individual item;
  - c. Appointment of professionals and/or consultants (including contracts for the provision of services of an intellectual nature) with single and separate signature to the extent the contract involves commitments for the Company for total amounts not exceeding the maximum limit of Euro 2,000,000 (two million) per individual item;
  - d. Advertising and promotion contracts, including those entered into through third parties (including the acceptance of regulations for prize-awarding competitions as set out in paragraph 3 of article 10 of DPR 430/2001), with single and separate signatures where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 20,000,000 (twenty million) per single item;

- e. Any gift or donation for charitable purposes or sponsorship with single and separate signature where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 300,000 (three hundred thousand) per single charitable initiative/sponsorship. However, sponsorship agreements concluded with Related Parties as defined in the "Related Party Transactions" Regulations approved by Consob resolution No. 17221 of 12 March 2020, as amended from time to time, are not within the remit of this power and the Board of Directors remains exclusively and collectively responsible therefor;
- f. Tender contracts involving, by way of example, building works and plant facilities at sales outlets or the head office, as well as involving routine and extraordinary maintenance of Company real estate assets and real estate-related in general (such as, by way of example only, leases, bailment agreements, other) held by the Company, with single and separate signature where they involve commitments for the Company for overall amounts not above the maximum limit of Euro 1,000,000 (one million) per single item;
- g. Contracts for the supply of energy and telecommunications with single and separate signature, without any limit on the value;
- h. Agreements for commercial franchises or supply of goods and/or services with the granting of licences to use the brand/logo owned by the Company, corresponding to either the Unieuro or Unieuro City brand/format, with single and separate signature, without limit on the value;
- i. Framework agreements with suppliers concerning the purchase of goods destined for sale, within the scope of ordinary business, with single and separate signature, for total amounts not above the maximum limit of Euro 50,000,000 (fifty million) per individual item;
- j. Purchase, sale or trade in contracts concerning movable assets destined for sale within the scope of ordinary business, the negotiation of the terms and conditions thereof. Such agreements include those for: selective distribution; procurement of private label products from Italian or foreign suppliers; management of product procurement as well as those to ensure: correct usage of third-party property rights; respect for consumer rights: that manufacturers hold the relevant licences, with single and separate signature, for total amounts not above the maximum limit of Euro 30,000,000 (thirty million) per individual item;
- k. Tender contracts for logistics services (by way of example only and not by way of exhaustive list, portorage, transportation, handling of goods and materials, warehouse management and so forth) with single and separate signature, without limit on the amount;
- l. Purchase, sales or trade in contracts concerning movable assets (other than those mentioned above), including equipment for Company plant, office furniture, raw materials and every other type of movable asset whether or not such asset is required to be registered, with the exception of motor vehicles and cars, by single and separate signature for total amounts not above the maximum limit of Euro 2,000,000 (two million) per single item (as regards lease agreements, this means the sum of the rentals agreed for the entire effective duration of the lease);
- m. Purchase, sales, trade in or leasing contracts concerning motor vehicles and cars, with the broadest powers to decide the relative manner, price and conditions and to perform all necessary procedures in the relevant public register and any other competent office which include powers to permit registration and cancellation of any charges over such vehicles, obtaining the relative documents and performing appropriate formalities at the competent offices and exonerating such offices and the competent public registrars of vehicles from liability, with single and



separate signature for total amounts not exceeding the maximum limit of Euro 100,000 per single item; items hereunder which relate to the same subject matter and occur between the same parties, notwithstanding they have an individual value which is less than such threshold, shall be deemed a fraction of a single transaction and the value thereof, when aggregated to previous fractioned items for that single transaction, shall not exceed said the same threshold of Euro 100,000;

- n. Out of court settlement agreements concerning trade receivables and/or payables disputes with single and separate signature for overall amounts not greater than the maximum limit of Euro 500,000 (five hundred thousand) per single claim;
  - o. Participate in public procurement bids for the sale of Company products to public entities, sign the relative offers and any documentation necessary for the bid project. Organise temporary company groupings for the purpose of participating in the bid assuming the role of agent or principal. Draw up, sign and withdraw regulations for any temporary company grouping, with single and separate signature for total amounts not exceeding the maximum limit of Euro 500,000 (five hundred thousand) per single item;
- B) (Finance) power to carry out any debit or credit transaction in Italy or abroad, with Banks, Financial Institutions and Postal Administrations in domestic or foreign currency, and in particular the power to:
- a. Negotiate, enter into, amend, terminate and settle: finance lease agreements with single and separate signature provided the amount of the single transaction does not exceed the maximum amount of Euro 2,000,000 (two million); items hereunder which relate to the same subject matter and occur between the same parties, notwithstanding they have an individual value which is less than such threshold, shall be deemed a fraction of a single transaction and the value thereof, when aggregated to previous fractioned items for that single transaction, shall not exceed said the said threshold of Euro 2,000,000 (two million);
  - b. Demand, receive and collect any and all amounts due to the company on whatever grounds and for whatever reason and furnish receipts for full or partial collection. Pay amounts into the Company bank and postal office accounts, encash postal and telegraphic money orders, standing orders, cheques, bills of exchange, endorse cheques for payment onto such accounts, endorse negotiable instruments solely for their payment, discounting, quitclaim or dishonours as well as provide bank approvals, with single and separate signatures without limit on the value;
  - c. Pay any amount due from the Company for any single transaction, by way of example and not by way of limitation, by issuing cheques, effecting wire transfers, issuing bills of exchange, withdrawing bills or direct debits, and generally operating the Company's current bank and post office accounts, not by way of limitation, for payments to: suppliers, service providers, professionals, employees, supplementary pension funds, social security institutions, the treasury, customer reimbursements and so forth, all from immediately available funds or overdraft facilities with credit institutions and in all cases in accordance with the contractual provisions which govern relations with said credit institutions;
- C) (Staff) with regard to the staff of the Company, and for the carrying out of Company business, except as otherwise provided for below, the powers to:
- a. Negotiate and enter into collaboration and contractor agreements for the supply of labour with authorised Employment Agencies, or contracts with autonomous labour resources (including job

contracts, coordinated and continuous outside contractor agreements and quasi-subordinate work contracts pursuant to article 409, no. 3, of the Code of Civil Procedure) not exceeding the maximum amount of Euro 1,000,000 (one million) per single item;

- b. Negotiate and enter into contracts with agents, dealers and commission agents and representatives for sales, with or without goods' storage facilities, whether in Italy or abroad, not exceeding the maximum amount of Euro 1,000,000 (one million) per single item;
- c. Negotiate and enter into employment contracts for employees with the exception of relationships relating to (i) managers with strategic responsibilities of the Company ("Managers with Strategic Responsibilities") as defined by the legislation currently in force (IAS 24, paragraph 9 and Consob Regulation No. 17221 of 12.03.2010 updated from time to time), since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the CEO shall be required;
- d. Negotiate and determine the conditions and modalities of the employment relationship (also amending any such agreement in force), including remuneration, promotions, transfers, and amendments to duties and working hours, with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the CEO shall be required;
- e. Prosecute disciplinary offences and adopt disciplinary measures; with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the CEO shall be required;
- f. Terminate labour and contractor relationships with the Company with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively ; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the CEO shall be required;
- g. Represent the Company before any appropriate labour and social security Authority, both with regard to independent personnel as well as employees, as well as before any Entity and/or Institutions provided for by law (such as, by way of example but not by way of exhaustive list, INPS, INAIL, pension and supplementary healthcare funds, Enasarco, the Labour Centre, the Labour Inspectorate, the Ministry of Labour, and the Territorial Labour Administration) as well as before any appropriate territorial labour office or body, with respect to the management of staff and the completion of the processes inherent thereto (including, by way of example and by way of exhaustive list, notification of hiring and firing, apprenticeship agreements, apprenticeship projects, opening new INAIL-INPS positions, reporting of accidents and of disabilities), with the power for such purpose to freely agree on any covenant or condition that he or she deems necessary for the performance of the tasks entrusted to her/him;



- h. Sign off the tax and social security certification relating to contributions and remuneration as well as prepare, sign and submit forms for the payment of social security contributions and taxes, up to the limit of Euro 500,000 (five hundred thousand) per single item;
  - i. Sign settlement agreements relating to the labour relationship of employees, quasi-subordinate workers and autonomous workers pursuant to article 409, no. 3 of the Code of Civil Procedure, for the Company, up to the maximum limit of Euro 200,000 (two hundred thousand) per single item; with the exception of relationships relating to (i) Managers with Strategic Responsibilities, since such powers are the exclusive competence of the Board of Directors collectively; (ii) executives other than Managers with Strategic Responsibilities awarded a gross annual salary equal to or greater than Euro 150,000.00 (one hundred and fifty thousand), for the exercise of this power the joint signature of the CEO shall be required;
  - j. File appearances in court and in any extrajudicial venue in any dispute relating to labour, pensions or social security with the fullest powers to reach settlement up to the limit of Euro 200,000 (two hundred thousand) per single item;
  - k. Represent the company in any type of relations with company trade union representatives and with the local and national trade union organisations and sign labour union agreements up to the limit of Euro 500,000 (five hundred thousand) per single item;
  - l. Appoint, retain and remove attorneys-at-law, attorneys-in-fact and counsel, manage the enforcement of judgements and do whatever else is necessary and appropriate without exclusion or exception, up to the limit of Euro 200,000 (two hundred thousand) per single item;
  - m. Sign and submit to the appropriate offices and authorities, applications for financial facilities, facilitated financing grants, as well as funds, grants, contributions or incentives provided for by EU, domestic or regional rules for the training and updating of personnel, providing all relevant information at the fact-finding level for the individual applications and signing off any communication or document relating to the management and progress of the investment programmes, including communications relating to the final accounting of investment programmes;
- D) (Fiscal, tax and social security compliance) the power to manage and put in place all necessary activities in order to comply with the provisions of the various laws, regulations and administrative rules on fiscal, tax and social security matters, with the power to prepare and sign any pertinent record and declaration required by law;
- E) (Italian Antitrust Authority) the power to manage and put in place all necessary activities in order to comply with the provisions of the various laws and regulations to ensure protection against infringement of competition law, with powers to prepare and sign any pertinent record and declaration;
- F) (Environmental protection) all powers regarding environmental protection and protection against noise, electromagnetic, water, atmospheric and soil pollution, complying with the rules in force, including the power to organise and coordinate corporate functions regarding ecology and environmental protection and to manage the waste produced by the company business or in any manner deriving from it, as well as the disposal thereof, with full powers of sub-delegation. He/she shall arrange a delegation of powers and ensure that each such delegation is granted in full conformance with the following criteria: (i) it shall be granted to a delegee having the professional and experience requisites necessary for the specific power so delegated; (ii) it shall grant the delegee

all powers of organisation, management and supervision as required by the specific nature of the delegated functions; (iii) it shall provide that the delegee has autonomy as regards expenditure as may be necessary to carry out the delegated function/s; (iv) it shall be accepted in writing by the delegee; (v) timely disclosure thereof shall be made in the organisational model. The delegation of functions has the core aims of: organising and coordinating the company functions in the fields of ecology and environmental protection; managing the Waste Electrical and Electronic Equipment (W.E.E.E.) produced by or in any case arising out of company business and the related disposal thereof. The delegation shall provide for powers representation and autonomous management of financial resources as well as of employees or collaborators, to the extent deemed appropriate, depending on the need for technical specialisation or particular professional qualification, mindful also of compliance with the provisions referred to in Legislative Decree no. 152/2006 ("Environmental Rules") and the subsequent amendments thereto, as well as the power to use consultants and to enter into contracts with them without limitation on expense and by single and separate signature. The General Director shall also be vested with the power to exercise an effective supervisory function embodied in an opposite system that monitors the functioning of the model and the execution of the delegated powers;

- G) (Openings) All powers necessary to represent the Company before administrations, authorities, entities and offices whether national, regional, provincial or municipal in the handling, presentation and signature of all operations aimed at opening, restructuring, expanding and adapting shops and central offices;
- H) (Reporting) Sign and/or submit reports to any appropriate authority (including- by way of example only – to public safety, security and judicial authorities) in relation to thefts and burglaries of goods, missing cash and other such events at sales outlets, warehouses, the central office or any place where the Company may do business;
- I) (Import/Exports) Carry out, with representatives of the Bank of Italy, customs, consulates, chambers of commerce and any public or private entity, all operations of shipping, clearance, withdrawal of goods, securities or instruments, valuables, parcels, and letters, including where registered/certified and insured, and/or in any manner inherent to importing and exporting in general (whether or not subject to specific regulation), including temporary operations, operations in transit and free-of-charge operations, for any goods, including for warehouse), with the power to issue receipts by way of discharge and declarations of release, to grant restrictions and discharges, to sign the documentation required for customs and consular purposes, as well as to pay and collect amounts relating to customs fees;
- J) (Representation before the courts)
  - a. Represent the Company before any judicial, administrative, tax, ordinary and special authority in any proceeding at any level and venue, and before mediation bodies, with the power to sign petitions, appeals, declarations of concordance under Legislative Decree no. 218 of 19 June 1997 as amended, claims for exemption and refund, both verbal and written, on any subject matter, bringing and maintaining actions in the civil, criminal and administrative courts, of whatever nature, including declaratory actions, enforcement, currency exchange actions, joinder as civil party, and, as well, proceedings for bankruptcy, composition and judicial administration and moratorium and extraordinary administration fulfilling the pertinent formalities and thus managing the appointment of special delegation parties, attorneys-in-fact and attorneys-at-law, attorneys-in-fact for actions and proceedings, arbitrators, experts and referees, to elect domicile,

to commit to arbitration, including amicable ADR , for any and all disputes in which the Company may have an interest;

- b. Validly propose and sign settlements, whether for in court or out of court settlements, and records of conciliation, including under article 48 of Legislative Decree no. 546 of 31 December 1992 as amended, arranging the payment of damages and concluding active and passive third party claims, including those of outlet customers, appointing experts, medical experts and lawyers and with the power to agree settlements envisaging an obligation for the Company of up to the limit of Euro 5,000,000 (five million) (or the equivalent thereof in another currency) for each claim;
- c. Represent the Company in any and all tax issues or matters, before any authority or office, including tax, registry and customs commissions and expert panels;

#### K) (Intellectual Property)

- a. Enter into and amend contracts providing for all appropriate clauses, including arbitration clauses, for the acquisition and exchange of intellectual property rights (trademarks, patents, models, copyright and so forth), and to manage confidential know-how and research projects, plant construction and engineering works generally and with the power to license the Unieuro and Unieuro City trademarks or tradename for fixed periods, initiatives and specific online sectors in line with the corporate vision, mission and values. This power excludes any disposal of trademarks;
- b. Perform any and all acts as may be required by the legislation in force in the individual place of registration, to carry out patenting procedures to obtain, manage and protect patent, trademark and other individual property rights in Italy and overseas; perform any and all acts as may be required for the recognition and protection of the company's intellectual property rights, including bringing and defending disputes, duly appointing patent agents whether in Italy or overseas and granting such agents the relative powers.

For the sake of clarity, single items under the above powers which relate to a transaction on the same subject matter and occur between the same parties shall be deemed a fraction of and a part of that transaction. Thus, all fractional parts shall not in aggregate exceed the relative threshold limit provided for that nature of transaction. For long-term contracts, the entire cost thereof on the company shall be taken into account. Such cost shall be determined on the basis of the fixed cost or business plan for the period up to contract expiry or up to the first term on which the Company may withdraw from said contract, without prejudice to any different terms indicated above.

#### 4.7. Independent Directors

Pursuant to the provisions of article 147-ter, paragraph 4 TUF, where the Board is made up of more than seven members, then at least two of them must meet the independence requirements established for the Board of Statutory Auditors under article 148 paragraph 3 TUF.

Furthermore, according to the provisions of art. 2.2.3, paragraph 3 letter m) of the Stock Market Regulations and of article IA.2.10.6 of the Instructions to the Stock Exchange Regulations, where the boards consist of 9 to 14 members, at least three of them must satisfy the requirements of the Corporate Governance Code.

The Corporate Governance Code provides that an adequate number of non-executive directors must be independent, which means that they must not have, or have had recently, any direct or indirect dealings with

the issuer or with any issuer-related party that could be such as to compromise their impartiality of judgement.

The Board verifies the continued application of the above requirements based on the information that the interested parties are required to provide under their own responsibility pursuant to article 12 of the Articles of Association and in any case information that is available to the Board.

The Board's finding during the first meeting after its appointment, such meeting being held on 24 June 2022 in the presence of the Board of Statutory Auditors, was that it considers Pietro Caliceti, Paola Elisabetta Galbiati, Alessandra Stabilini, Benedetto Levi, Giuseppe Nisticò, Laura Cavatorta, Daniele Pelli, Alessandra Bucci e Stefano Meloni to be persons satisfying the requirements to qualify as independent directors according to the application criteria defined in the Corporate Governance Code and the criteria of article 147-ter, paragraph 4 TUF which reiterates the criteria set forth in article 148, paragraph 3 TUF<sup>11</sup>.

More specifically as concerns the Directors in office, the Board of Directors on the basis of the declarations made by the Directors and the information available to the Company determined most recently on 17 April 2023 that 7 Directors meet the independence requisites provided for by law and the Corporate Governance Code (Stefano Meloni, Pietro Caliceti, Paola Elisabetta Galbiati, Alessandra Stabilini, Alessandra Bucci, Laura Cavatorta, Daniele Pelli), who, as referred to in Recommendation No. 7 of the Corporate Governance Code and thus:

- a) are not significant shareholders of the Company;
- b) have not been an executive director or employee in the previous three financial years:
  - of the Company, a controlled company having strategic relevance or of a company under common control;
  - of a significant shareholder of the company;
- c) have not had in the previous three financial years, a significant commercial, financial or professional relationship, directly or indirectly (for example through controlled companies or through companies of which he or she is an executive director, or as a partner of a professional or a consulting firm):
  - with the Company or its controlled companies or its executive directors or top management;
  - with a person who alone or together with others under a shareholders' agreement, controls the Company; or, if the controlling party is a company or other entity, then with controlling party's executive directors or top management;
- d) have not received from the Company, any of its controlled or controlling companies including in the preceding three company financial years, any significant remuneration other than fixed remuneration for the office and that provided for the position held on committees recommended by the Code or required by law in force;
- e) have not served as Directors of the Company for more than nine financial years, whether or not consecutive, in the last twelve financial years;

<sup>11</sup> On grounds Giancarlo Nicosanti Monterastelli holds the office of Chief Executive Officer, and Maria Bruna Olivieri that of General Manager, they are not deemed independent. The Board has not carried out any further investigation on said persons as regards the requirements described in this paragraph.

- f) have not held the office of executive director in another company in which an executive director of the company holds the office of director;
- g) are not shareholders or Directors of a company or an entity belonging to the network of companies that has been entrusted to carry out the external legal audit of the Company;
- h) are not a close relative of any person that is in one of the circumstances situations listed above.

Please note that, in application of Recommendation No. 7 of the Corporate Governance Code - which specifies determined circumstances deemed to compromise or that would appear to compromise, the independence of a director (as well as that of an auditor, pursuant to Recommendation No. 9) - the Board of Directors on 15 April 2021 following a preliminary assessment carried out by the Remuneration and Appointments Committee, laid down the assessment criteria to measure the relevant nature of commercial, financial or professional relations of independent directors with the Company, as well as any additional remuneration received by said directors in relation thereto. More specifically, the Board of Directors deems a Director to be independent based on the following factors, without prejudice to the assessment of particular circumstances based on the specific case:

- the total value of any commercial, financial or professional relationships maintained during the current year or in the three previous years with the Company and/or its subsidiaries or with its executive directors or top management or with a person who controls the company or with the related executive directors or top management, does not exceed the lesser amount between:
  - 5% of the annual turnover of the company or entity of which the Director has control, or is a key representative of, or of the professional firm or consulting company which he/she is a partner in;
  - (i) Euro 300,000 (meaning an annual fee for professional services rendered to the Company by the company or body over which the Director has control of or of which he/she is a key representative or by the professional firm or company consultancy of which he/she is a partner in) or (ii) Euro 150,000 (meaning an annual fee for the professional services rendered to the Company by the Director as an individual professional).
- the additional remuneration paid directly to the Director during the current financial period or in the three previous financial periods (i) by the Company or (ii) by its parent company or any subsidiaries thereof, does not exceed the overall remuneration he/she receives due to his/her office and participation in those committees recommended by the Corporate Governance Code or envisaged by the legislation in force.

The Board also specified that the fact of being a "close family member" of a person who exceeds one of the above-mentioned thresholds is also a circumstance deemed relevant to the compromising of a director's independence, whereby "close family members" are deemed to be parents, children, spouses who are not legally separated and cohabitants, in alignment with that set forth in the Q&A to the Corporate Governance Code published in November 2020 by the Corporate Governance Committee.

On 23 February 2023, the Board of Directors confirmed the adequacy of the above-mentioned criteria and therefore, as specified above, on 13 April 2022 the Board of Directors, following a preliminary investigation by the Remuneration and Appointments Committee, assessed on the basis of the information made available by the interested parties and/or in any case available, those relationships that are generally deemed to compromise independence. During the self-assessment process, said Board considered that 7 directors out

of 11 and the competencies of the independent directors, are adequate for the needs of the company, the functioning of the administrative body and the intra-board committees.

Therefore, the Board of Directors has confirmed the previous assessment in relation to as to whether the Chairman Stefano Meloni and the Directors Pietro Caliceti, Paola Elisabetta Galbiati, Alessandra Stabilini, Laura Cavatorta, Daniele Pelli, Alessandra Bucci, meet the independence requisites laid down by law and the Corporate Governance Code, there not having been an occurrence of any of the circumstances indicated in Recommendation No. 7 of the Corporate Governance Code.

With specific regard to the assessment of the independence of the Chairman Stefano Meloni, please note that he was deemed to hold the independent requisites pursuant to the provisions of TUF on first appointment and that, following the introduction of the new provisions of the Corporate Governance Code - which no longer deem a director to be non-independent solely on grounds he/she is a "significant officer" - an expression that also included the office of Chairman regardless of whether or not he/she is an executive - it has been possible to classify Mr Meloni as an independent director also pursuant to the Corporate Governance Code.

On grounds there have been no changes to the circumstances described above in the Financial Year, the Chairman is also this Financial Year deemed to meet the independent requisites in accordance with both the law and the Corporate Governance Code.

Each non-executive director has provided all the elements necessary or useful for the Board's evaluations.

The Board of Statutory Auditors, within the remit of the tasks entrusted to it by law, verified the correct application of the confirmation and verification criteria adopted by the Board to assess the independence of its members and the results of these checks will be disclosed to the market within the remit of the Statutory Auditor's report to the Shareholders' Meeting.

The Board of Statutory Auditors has always checked on the correct application of the assessment criteria and procedures adopted by the Board to assess the independence of its members.

During the Financial Year the independent Directors met without the other directors on one occasion at an autonomous' meeting held on 13 February 2023 in order to agree on the guidelines for the performance of their role within the Company's Board of Directors and of the intra-board committees. At such meeting, chaired by Paola Elisabetta Galbiati, the independent Directors advised they were satisfied with the collaborative atmosphere of the Board of Directors. Among the topics discussed, was the need to evaluate an organizational strengthening in certain areas. The importance of developing a succession plan for key company offices was reiterated. The Directors suggested areas of attention and called for opportunities to be put in place to enable further discussion and more in-depth sharing of medium-long term strategies so as to ensure the Board has a complete and engaging vision as regards strategic decisions.

#### **4.8. Lead Independent director**

In consideration of the fact that the offices of Chairman and Chief Executive Officer are held by different persons and mindful that the office of Chairman is held by a person who does not control the issuer nor hold an executive office, the Company has not designated an independent director as lead *independent director* on grounds that the conditions set forth in Recommendation No. 13 of the Corporate Governance Code. This decision was also confirmed at the meeting of the Board of Directors held on 28 June 2022.

## 5. PROCESSING OF COMPANY INFORMATION

The Board of Directors of the Company, at its meeting on 12 July 2018, approved the new releases of:

- (i) the “Internal regulation for the management of insider and relevant information”;
- (ii) the “Internal regulation relating to the keeping of the register of persons who have access to insider and relevant information”;
- (iii) the “Internal Dealing Regulation”;

originally adopted on 12 December 2016.

The above-mentioned regulations are in line with the rules governing market abuse, outlined by MAR and can be found on the Issuer's website in the section “Corporate Governance/Corporate documents and procedures”.

### 5.1. Internal regulation for the management of Relevant Information and Insider Information

The Internal regulation for the management of relevant information and insider information dictates certain procedural safeguards aimed at ensuring correct management of corporate information involving the Issuer and which involve insider information pursuant to the existing regulation. It is also the goal of the regulation to prevent certain recipients of such information, from using it in order to carry out speculative transactions on the market, to the detriment of investors, who are not aware of this information.

Note that: (i) “**Insider Information**” means information of a precise nature which has not been made public and which directly or indirectly concerns the Company or its financial instruments which, if made public, could have a significant influence on the prices of the Company's financial instruments; (ii) “**Relevant Information**” means any information or news not yet classified as Insider Information that the Company deems relevant, as it relates to data, events, projects or circumstances that, continuously, repetitively, periodically, or occasionally, occasional or unexpected, directly concern the Company itself and that can, at a later stage, become Insider Information; and (iii) “**Confidential Information**” means any information or information that cannot be classified as Insider Information concerning, directly or indirectly, the Company and/or its controlled companies (“**Controlled Companies**”), which is not in the public domain or that it is by its nature confidential or exclusive to the Company and/or its Controlled Companies, acquired by the recipients in the performance of their duties and/or functions.

The Regulation is applicable to all those who have access to Relevant Information and/or Insider Information and/or Confidential Information, in particular: (i) members of the management, administrative and supervisory bodies, the members of the Company's Committees and the members of any Controlled Companies; (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 Insider Information.

### 5.2. Internal regulation relating to the keeping of the Registers of persons who have access to Insider Information and Relevant Information

If the information is assessed to be Relevant Information, it must be recorded in a specific section of the Relevant Information Register (“**RIL**”), established and updated by the Company, pursuant to the laws and



regulatory provisions in force at the time, indicating the subjects who have access to Relevant Information in virtue of the work or professional activity carried out or the functions performed by them.

The Company has set up a register in an electronic form pursuant to the legal and regulatory provisions in force at the time ("**Register**") which it shall keep updated, indicating the persons who, by virtue of the work or professional activity performed or of the functions performed, have access to Insider Information, also on a delayed basis. The Register is made up of a several distinct sections, one for each set of Insider Information, containing data about the subjects with access to that specific Insider Information. A new section shall be added to the list each time new Insider Information is identified. In addition, a permanent section has been established which lists the names of those persons who always have access to Insider Information because of the functions or tasks performed by them.

The internal regulation concerning the keeping of the Register of persons having access to Insider Information and of the Register of persons having access to Relevant Information sets forth the rules and procedures for keeping and updating the Register and the RIL.

### 5.3. Internal Dealing Regulation

The Internal Dealing Regulation, amended by the Board of Directors on 12 July 2018 to reflect the changes made to the Consob Regulations by means of resolution No. 19925 of 22 March 2017, sets out a procedure relating to the disclosure obligations imposed on relevant persons and persons closely associated with the relevant persons, who perform transactions on shares, on derivative financial instruments or on related financial instruments.

The "relevant persons" are: (a) members of the Company's administrative or supervisory body; (b) executives who, although not members of the Company's administrative or supervisory bodies, have regular access to Insider Information concerning the Company directly or indirectly and hold the power to adopt decisions that may affect the Company's future evolution and prospects, as from time to time identified by name by the Board of Directors of the Company or by any party delegated by the Board; (c) persons performing the functions referred to in subparagraphs (a) and (b) above in a company controlled directly or indirectly by the Company, if book value of the shareholding is more than 50% of the assets of the Company based on the last approved financial statements; and (d) anyone holding a shareholding, calculated in accordance with article 118 of the Issuers' Regulations, of least 10% of the Company's share capital, with voting rights attached thereto, as well as any other entity that controls the Company.

The Internal Dealing Regulation, *inter alia*, identifies the relevant transactions for the various persons targeted by the applicable legislation, the materiality threshold of such transactions and contains the rules regarding management, processing and communication of information relating to such transactions.



## 6. INTRA-BOARD COMMITTEES (pursuant to art. 123-bis, paragraph 2, lett. d), TUF)

In compliance with the Corporate Governance Code recommending that listed companies establish within their boards of directors, intra-board committees having competency for specific areas, on 26 June 2019 following its own taking of office, the Board of Directors established the following committees which will submit proposals and provide advice:

- Remuneration and Appointments Committee;
- Control and Risk Committee;
- Related Parties Transactions Committee.

In view of the Company’s organisational needs, its mode of operation and the size of its Board of Directors, the Company has established a single committee for remuneration and appointments pursuant to Articles 5 and 6 of the Self-Regulation Code then in force, which is responsible for making enquiries, providing advice and offering suggestions to the Board of Directors.

On 12 November 2020, the Board of Directors, mindful of the growing importance of social and environmental matters in the corporate governance systems of listed companies, approved the establishment of a Sustainability Committee within its organization, such committee to carry out propositional and consultative functions to said Board on sustainability related matters, evaluating the processes, initiatives and activities to oversee Unieuro's commitment to create long-term value for the benefit of all its stakeholders.

Therefore, as of the date of this Report, Unieuro's intra-board committees are as follows:

Control and Risk Committee (CRC)	Remuneration and Appointments Committee (RAC)	Sustainability Committee (SC)	Related Parties Transactions Committee (RPTC)
Alessandra Stabilini (Chairman)	Paola Elisabetta Galbiati	Daniele Pelli (Chairman)	Pietro Caliceti (Chairman)
Paola Elisabetta Galbiati	(Chairman)	Laura Cavatorta	Alessandra Stabilini
Benedetto Levi	Alessandra Stabilini	Paola Elisabetta Galbiati	Alessandra Bucci
Laura Cavatorta	Pietro Caliceti	Alessandra Bucci	

With regard to the Remuneration and Appointments Committee, please refer to Section 7 of this Report.

### 6.1. CONTROL AND RISK COMMITTEE

The Control and Risk Committee was established in compliance with the Corporate Governance Code which provides that such committee shall be made up of independent directors, or alternatively, non-executive directors, the majority of whom must be independent (in such case the Chairman shall be appointed from amongst the independent directors).

***Composition and operation of the Control and Risk Committee (pursuant to art. 123-bis, paragraph 2, lett. d), TUF)***

The members of the Control and Risk Committee, including its Chairman, were appointed by the Board of Directors on 28 June 2022. Namely: Laura Cavatorta, Benedetto Levi, Paola Elisabetta Galbiati e Alessandra Stabilini (as Chairman).

The Control and Risk Committee in office on the date of this Report, is consequently made up entirely of Non-executive Directors, in majority Independent<sup>12</sup>.

In compliance with the provisions of the Regulations, one member of the Control and Risk Committee (among whom the Chairman of the Committee, Alessandra Stabilini) must possess knowledge of accounting and finance and/or risk management deemed adequate at the time of their appointment by the Board.

On 23 September 2021 and following a preliminary assessment by the Remuneration and Appointments Committee and the Control and Risk Committee, the Board of Directors updated the Regulations governing said Committee, aligning its operating rules to the recommendations of the Corporate Governance Code.

The Control and Risk Committee Regulations are viewable on the Issuer's corporate website under the section "Corporate Governance / Management and Control Bodies / Committees".

Pursuant to Article 6 of the Corporate Governance Code, during the meeting held on 9 May 2023, the Board of Directors made an assessment that, based on the information provided to the members thereof, the internal control and risk management system adopted by the Company is consistent with the requirements of the Corporate Governance Code.

More specifically, during said meeting, the Chief Executive Officer reported to those present on the operation of the Company's internal control and risk management system. The internal control and risk management system has also been evaluated by the Control and Risks Committee, which found it to be in line with the objectives of: safeguarding the company's assets, efficiency and efficacy of the corporate processes, reliability of financial information, compliance with the laws and regulations, the Articles of Association and internal procedures, deeming said system to be consistent with Article 6 of the Corporate Governance Code.

As set forth in the Committee's Regulations, the notice of call, 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, as a general rule at least five 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, the notice period may be shorter provided that a minimum notice period of 24 hours is given prior to the date set for the meeting. In any event, the Committee shall be deemed validly called 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.

Any documentation relating to items on the agenda shall be provided to the members by the Secretary as a general rule 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.

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). The draft minutes shall be submitted

<sup>12</sup> Benedetto Levi has not declared himself independent pursuant to the Law and the Corporate Governance Code.

to the Chairman of the Committee and to other Committee members for any observations thereon and shall, as a general rule, be put forward for approval at the next meeting of the Committee.

The preparation and subsequent transmission to the Company Secretary of the documentation in support of the items on the agenda of the Committee meeting is governed by the "Procedure for the management of information flows to the Directors of Unieuro S.p.A." adopted by the Company.

The Committee Chairman shall report to the Board of Directors - at least once every six months and no later than the deadline for the approval of the annual financial report and the half-yearly report - on the activities carried out by the Committee. He/she shall also report to the Board of Directors, at its very next sitting, on the most significant matters examined by the Committee during its meetings.

### ***Functions entrusted to the Control and Risk Committee***

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

More specifically, the Committee shall assist the Board of Directors:

- a) in the determination of guidelines for the internal control and risk management system that are coherent with Company strategies;
- b) in its assessment, to be undertaken at least annually, on the adequacy of the internal control and risk management systems having regard to the characteristics of the Company and the profile of risk assumed as well as the effectiveness of such systems;
- c) in the appointment and removal of the head of the Internal Audit function, as well as in the determination of his/her remuneration in line with company policies, ensuring that he/she shall be provided with adequate resources to perform his/her duties. Should the Board of Directors decide to entrust the Internal Audit function, whether in its entirety or an operational segment thereof, to a person outside of the Company, the Committee shall support the Board of Directors in establishing that such external person satisfies the appropriate requisites of professionalism, independence and organisation mindful that the Board of Directors is required to provide adequate reasons for its selection of such person in the corporate governance report;
- d) in the approval, to be undertaken at least annually, of the work plan prepared by the head of the Internal Audit function, following prior consultation with the Board of Statutory Auditors and the Chief Executive Officer;
- e) in the assessment as to whether it is appropriate to adopt measures to ensure the impartiality of judgement and effectiveness of other corporate functions involved in corporate control activity (by way of example the legal function and the risk management and compliance functions (if any)), ensuring that such functions are of an adequate professional level and have access to sufficient resources;
- f) in the allocation of the supervisory duties provided for under article 6 paragraph 1 lett. b) of Legislative Decree 231/2001 to the Board of Statutory Auditors or to a board specifically established for that purpose. In the event the Board of Statutory Auditors is not the body allocated such supervisory duties, then the Committee shall support the Board of Directors in evaluating whether it is opportune to appoint onto the supervisory board established to perform such duties at least one non-executive director and/or a member of the Board of Statutory Auditors and/or a person holding

a legal or control office within the company, so as to ensure that activity between the various parties involved in the internal control and risk management system is duly coordinated;

- g) in the evaluation, following prior consultation with the Board of Statutory Auditors, of the results presented by the external auditor in any letter of recommendations and in the additional report addressed to the Board of Statutory Auditors;
- h) in drawing up for the corporate governance report, the description of the main characteristics of the internal control and risk management system and of how coordination between the parties involved in it is undertaken, indicating the reference models and national and international best practices and an overall assessment of the adequacy of the system itself.

Furthermore, in assisting the Board of Directors the Committee shall:

- a) assess whether the accounting principles are being applied correctly and consistently for the purposes of preparing the consolidated financial statements, having consulted with the officer in charge of preparing the corporate accounts, the external auditor and the Board of Statutory Auditors;
- b) evaluate the suitability of the periodic financial and non-financial information to correctly depict the Company business model, strategies, impact of its activities and the level of performance achieved, such evaluation in coordination with the Remuneration and Appointments Committee;
- c) examine, also in collaboration with the Sustainability Committee, the content of periodic non-financial information that is relevant to the internal control and risk management system;
- d) give opinions on specific aspects concerning identification of the main business risks and support the assessments and decisions of the Board of Directors on the management of risks deriving from prejudicial issues of which said Board has been made aware;
- e) examine the periodic reports and reports deemed of particular importance as prepared by the Internal Audit function;
- f) monitor the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function;
- g) may entrust checks on specific operating areas to the Internal Audit function at the same time notifying the Chairman of the Board of Statutory Auditors;
- h) report to the Board of Directors, at minimum at the time of approval of the annual and half yearly financial reports, on activity carried out and on the adequacy of the internal control and risk management system.

With regard to the percentage of attendance at meetings on the part of individual members of the Control and Risk Committee, please refer to the [Table](#) on page 28 above.

During the current year, the Control and Risk Committee envisages that it shall meet as often as is deemed necessary for the correct and effective performance of its duties.

During the Financial Year, the Committee sat nine times, each meeting having an average duration of one hour and twelve minutes.

During the Financial Year, the Control and Risk Committee sat, *inter alia*, to:

- liaise with the external auditors and the Designated Reporting Manager to assess: whether the accounting principles are being applied correctly and consistently for the purposes of preparing the draft annual and half-yearly financial reports; any critical issues as may have arisen; correct application of the principles adopted for the drawing up of the non-financial statements (individual

- or consolidated) prepared pursuant to Legislative Decree 254/2016 and/or the completeness and reliability of the statements;
- evaluate the Impairment Test data;
  - verify effective compliance with accounting and administrative procedures on the part of the Designated Reporting Manager (article 154-*bis* paragraph 4 TUF) - Law 262/05;
  - give its opinion on the "Report on Corporate Governance and Designated Reporting Manager", such opinion limited to the adequacy of the Internal Control System;
  - agree on the adequacy of the organisational, administrative and accounting structure in relation to the size and structure of the company, taking into account the reports made by the various bodies making up the internal control system;
  - examine the Audit Plan proposal prepared by the Head of the Internal Audit Function;
  - examine the periodic and annual reports put forward by Internal Audit to the Committee and the Board of Directors;
  - examine the periodic reports put forward to the Committee and the Board of Directors by the Designated Reporting Manager responsible for the corporate accounting documents;
  - examine the Committee's annual and half-yearly reports to the Board of Directors;
  - receive updates on the progress of adoption of the new ERP adoption process – Sap S/4Hana;
  - examine the DPO's reports on privacy compliance;
  - express their favourable opinion, jointly with the members of the Sustainability Committee, on the Non-Financial Statement prepared by the corporate functions;
  - assess the proposed realignment of differences between book values and tax values pursuant to article 110 paragraphs 8 and 8-*bis* of Legislative Decree No. 104/2020, the accounting impacts and fulfilment thereof and any subsequent amendments to such legislation;
  - evaluate whether any controlling relationship exists;
  - receive periodic updates on the measures taken by the Antitrust Authority against Unieuro and Monclick;
  - evaluate the proposal that the list of principal corporate risks be updated for reporting in the Annual Financial Report;
  - receive updates on company cybersecurity.

Please note that in the assessment of results concerning the identification, analysis and calculation of the principal risks (strategic, operational, financial and regulatory) characteristic of the company's business (article 6 Corporate Governance Code), the same parameters were applied as those applied in the financial year ended as at 28 February 2022, which refer to the methodology recommended by the CoSo report.

The Control and Risk Committee has been regularly attended by the Company's Internal Auditor, who acted as secretary, so as to raise issues under his/her responsibility as well as - as the case may be - attended by the Supervisory Body, the external Auditing Firm and/or consultants or managers of the Company called from time to time to support the Committee in the performance of its functions.

Furthermore, the Director in charge of the Internal Control and Risk Management System, the Designated Reporting Manager responsible for the corporate accounting documents and the Board of Statutory Auditors participated at such Committee meetings on a regular basis, upon invitation of the Chairman.

The Control and Risk Committee is entitled to access information and company functions, as required for such Committee to perform its duties, which includes using external consultants within the limits set by the Board of Directors.

The Board awarded the Control and Risk Committee a budget of Euro 30,000 up to the end of the current Financial Period, to enable it to carry out its tasks. In compliance with the provisions of the Board Regulations, any such budget provided to the Control and Risk Committee may be increased in the event of the occurrence of particular circumstances.

The meetings were all convened by the Chairman of the Committee who coordinated the Committee's work. All meetings were duly recorded by the secretary.

## 6.2. SUSTAINABILITY COMMITTEE

On 12 November 2020, a Sustainability Committee was established for the first time within the Board of Directors. Said Committee carries out propositional and consultative functions in support of the Board of Directors on sustainability topics, evaluating processes, initiatives and activities to safeguard Unieuro's commitment to create long-term value to the benefit of all its stakeholders.

### ***Composition and functioning of the Sustainability Committee***

The members of the Sustainability Committee in office at the date of this Report, inclusive of its Chairman, were appointed by the Board of Directors on 28 June 2022.

More specifically, the following persons were appointed as members of the Sustainability Committee: Laura Cavatorta, Paola Elisabetta Galbiati, Alessandra Bucci e Daniele Pelli (as Chairman). All members of the Sustainability Committee are deemed independent.

On 13 May 2021, the Company Board of Directors approved the text of the Regulations to govern said Committee, following a preliminary assessment on the part of the Remuneration and Appointments Committee and the Sustainability Committee, aligning the content thereof with that of the new Corporate Governance Code and also formally transposing the related indications thereof.

The Sustainability Committee Regulations are viewable on the Issuer's corporate website in the section "Corporate Governance / Management and Control Bodies / Committees".

Pursuant to the aforementioned Regulations, 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.

Any documentation relating to the items on the agenda shall be made available to the members by the Secretary in such manner that ensures confidentiality of the information contained therein, 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.

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). 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.

The drafting and subsequent transmission to the Company Secretary of the documentation supporting the discussion of the items on the agenda of the Committee meeting is governed by the "Procedure for the management of information flows to the Directors of Unieuro S.p.A." adopted by the Company.

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/he 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.

On 9 May 2023, the Company's Board of Directors resolved to allocate a budget of Euro 30,000 to said Committee for the entire financial year.

In carrying out its functions, the Sustainability Committee has had the opportunity to access the information and company functions as are necessary for the due fulfilment of its duties and has also relied on external consultants within the remit of the terms established by the Board.

### ***Duties conferred on the Sustainability Committee***

Within the remit of the Committee's propositional and consultive functions in support of the Board of Directors, the Sustainability Committee shall:

- a) monitor policies and, more generally, sustainability and responsible innovation issues related to the exercise of business activities and stakeholder engagement activity;
- b) support the Board of Directors in drawing up a sustainability and responsible innovation strategy also by way of:
  - identifying topics pertinent to the generation of long-term value and drawing up a materiality analysis, co-ordinating where appropriate with the Control and Risk Committee;
  - supporting the Company in the formulation of Business Plans with a view to pursuing the creation of long-term value, taking into account the interests of all relevant stakeholders;
  - indicating the guidelines which shall form the foundations for the structure of the strategic sustainability plan, setting forth those sustainability and innovation matters which are relevant to the Company, the initiatives to be carried out for each of them, the necessary resources therefor and related benefits thereof as well as give opinions/draw up proposals on the content thereof;
- c) monitoring the progress of the activities and projects set forth in the above-mentioned action plan;



- d) overseeing the evolution of sustainability issues also in light of legislative evolution, guidelines, standards and best practice laid down on the topic, duly monitoring the positioning of the Company with respect to the market;
- e) verifying the general layout of the declarations made in the Consolidated Non-Financial Statements, the structuring of its content and the completeness and transparency of the information provided therein; its Chairman shall report on the outcomes of his/her Committee's checks to the Control and Risk Committee which shall be called to evaluate the appropriateness of periodic non-financial information so as to correctly reflect the business model, the strategies of the company, the impact of its activity and the level of performance actually achieved;
- f) promoting Company participation in initiatives and events relevant to sustainability and responsible innovation, with a view to consolidating the corporate reputation in the domestic and international arenas;
- g) giving opinions on policies and informative documents related to sustainability and responsible innovation matters;
- h) on request of the Board of Directors and/or the Chief Executive Officer, giving opinions on questions that may have an impact on sustainability and responsible innovation matters;

With regard to the percentage of attendance at meetings on the part of individual members of the Sustainability Committee, please refer to the [Table](#) on page 28 above.

During the Financial Year, the Committee sat on nine occasions: Meetings had an average duration of 1 hour and 15 minutes.

During the Financial Year, the Sustainability Committee met, *inter alia*, to discuss the following:

- updates to the materiality analysis, expressing a favourable opinion on its submission to the Board of Directors;
- determination of the Consolidated Non-Financial Statement for FY 2021-2022, expressing a favourable opinion on its submission to the Board of Directors;
- drawing up of the 2022-2026 Sustainability Plan, expressing a favourable opinion on its submission to the Board of Directors;
- identification of sustainability indicators for: 1) the third cycle of the 2020-2025 Performance Shares Plan; 2) the first cycle of the 2023-2028 Performance Shares Plan; 3) the short-term variable remuneration for FY 2022-2023, identification of sustainability indicators for cycle II and cycle III of the 2020-2025 Performance Shares Plan, carrying out preliminary work on the selection of ESG indicators to be included among the performance objectives;
- in-depth consideration of the #cuoriconnessi project, the initiative commenced in 2016 to raise awareness of the issues of bullying and cyberbullying as duly implemented by Unieuro in collaboration with the State Police as well as of the organisation of the internal communication "We are here" campaign to disseminate and share the values and foundations of the Unieuro brand - passion, experience, courage, commitment, empathy and openness - with the entire corporate population;
- updates as concerns the performance of certain Sustainability Plan actions, including: the three-year training course on sustainability issues for the corporate population; in-depth analysis on the



obtaining of a solicited ESG rating; the carbon footprint measurement project and the identification of new actions to promote emissions reductions, laying down the associated objectives.

During the current year, the Sustainability Committee envisages sitting as many times as are deemed necessary to ensure the correct and effective performance of its duties.

### **6.3. RELATED PARTY TRANSACTIONS COMMITTEE**

The Related Party Transactions Committee was established in conformance with the Company's Internal Regulations Governing Related Party Transactions and in pursuance of the applicable legislation and regulations. It is made up of three members, all of whom are unrelated, non-executive and independent in accordance with TUF and the Corporate Governance Code. The Committee's principal role is to provide grounded opinions on the Company's interest in carrying out certain transactions, and on the appropriateness and substantive correctness of the terms of such transactions.

#### ***Composition and functioning of the Related Party Transactions Committee***

The members of the Related Parties Transactions Committee, including its Chairman, were appointed by the Board of Directors on 28 June 2022. More specifically, the following independent directors were appointed onto the Related Parties Committee: Alessandra Bucci, Alessandra Stabilini e Pietro Caliceti (as Chairman).

In carrying out its functions, the Related Party Transactions Committee has had the opportunity to access the information and company functions as are necessary for the due fulfilment of its duties and has also relied on external consultants, within the remit of the terms established by the Board.

On 23 September 2021, the Company's Board of Directors approved the text of the Related Party Transactions Committee Regulations, following a preliminary assessment on the part of the Remuneration and Appointments Committee and the Related Party Transactions Committee. Said Regulations have been brought in line with the Corporate Governance Code and incorporate the indication made therein.

The Related Party Transactions Committee Regulations are viewable on the Issuer's corporate website under "Corporate Governance / Management and Control Bodies / Committees".

Pursuant to the aforementioned Regulations, 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 as a general rule 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 urgency, this term may be shorter, providing a minimum notice of 24 hours is given prior to the date set for the meeting. In any event, the Committee meeting shall be deemed validly called, notwithstanding there has not been a formal notice of call, if all the members are in attendance and the Chairman of the Board of Statutory Auditors has been duly notified.

Any documentation relating to the items on the agenda shall be made available to the members by the Secretary in such manner that ensures confidentiality of the information contained therein, 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.

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). 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.

The drafting and subsequent transmission to the Company Secretary of the documentation supporting the discussion of the items on the agenda of the Committee meeting is governed by the "Procedure for the management of information flows to the Directors of Unieuro S.p.A." adopted by the Company.

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/he 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.

### ***Duties conferred on the Related Party Transactions Committee***

The Related-Party Transactions Committee carries out the duties provided for under the regulations in force and by the Company's Internal Procedure Governing Related-Party Transactions. More specifically, the Committee is entrusted with the principal task of formulating apposite grounded opinions on Unieuro's interest in carrying out any Related Party Transaction - whether a Transaction of Greater Importance or a Transaction of Lesser Importance - and shall give its opinion on the convenience and substantive fairness of the terms thereof based on timely and adequate information flows.

For any Transaction of Greater Importance, as well as in the other cases within the remit of article 6 of the Procedure, the Committee is also entitled to request information and formulate observations for the Chief Executive Officer, the RPT Safeguard Team and other persons in charge of conducting the negotiations or assessments regarding the profiles which are the subject of the information flows that have been received on said Transaction of Greater Importance.

In any case, the Committee is entitled to request the information it deems necessary for the performance of its duties. Moreover, the Committee may, at the Company's charge, engage experts of its choice, provided that said expert's independence and lack of any conflicts of interest has been established beforehand. Any such experts shall be persons having established professional attributes and competency on matters involving the Related Party Transaction on which the Committee is called to advise on.

During the Financial Year, the Board sat seven times, its meetings having an average duration of 45 minutes, to analyse information provided by the Company regarding the performance of any related party transactions during the quarters of the financial year, as well as to provide opinions whenever required to do under the Procedure governing the management of transactions with related parties of Unieuro S.p.A. More specifically, the meetings covered, *inter alia*:

- evaluations on the appointment of the Company's new Chief Financial Officer;
- assessment of the remuneration of strategic executives to this end examining the Report on Remuneration Policy and Remuneration Paid;
- updating of the mapping of parties deemed Related Parties of Unieuro S.p.A.;
- approval of the Committee's Half-Yearly Report for submission to the Board of Directors;
- analyses of, together with the Remuneration and Appointments Committee, and providing a favourable opinion on, the KPIs set forth the budget, on grounds that such KPIs have been automatically inserted at objectives of the incentive system applicable to the Chief Executive Officer, in his capacity as Manager with Strategic Responsibilities and to the other members of top management identified as Related Parties of the Company.

Moreover, the Related Party Transactions Committee oversaw the preliminary activities for due identification of Unieuro Related Party Transactions and any relations of control as well as any effects as concerns the management and coordination activities carried out by Unieuro with regard its controlled company Monclick.

During the current year, the Sustainability Committee envisages sitting as many times as is deemed necessary to ensure the correct and effective performance of its duties.

## 7. REMUNERATION AND APPOINTMENTS COMMITTEE – SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS

### 7.1. REMUNERATION AND APPOINTMENTS COMMITTEE

On 7 February 2017, the Board of Directors of the Company, in compliance with the recommendations regarding corporate governance contained within the Self-Regulation Code, resolved to establish a remuneration appointments and committee, pursuant to articles 5 and 6 of said Self-Regulation Code and duly approved the regulations for the operation of said committee ("**Remuneration and Appointments Committee**").

#### ***Composition and functioning of the Remuneration and Appointments Committee (pursuant to art. 123-bis, paragraph 2, lett. d) TUF)***

The members of the Remuneration and Appointments Committee, including its Chairman, in office as at the date of this Report, were appointed by the Board of Directors on 28 June 2022.

In particular, the following persons were appointed as members of the Remuneration and Appointments Committee: Alessandra Stabilini, Pietro Caliceti e Paola Elisabetta Galbiati (as Chairman).

The Remuneration and Appointments Committee was established pursuant to Corporate Governance Code which provides that said committee shall be composed of independent directors or alternatively of non-executive directors, the majority of whom must be independent (in this case the Chairman is to be appointed from independent directors).

At least one member of the committee is required to have knowledge and experience in financial matters or remuneration policies considered adequate by the board as at the time of that person's appointment. Currently, the Chairman of the Committee is deemed to fulfil this requirement.

On 13 May 2021, the Company's Board of Directors, following a preliminary assessment by the Remuneration and Appointments Committee, updated the text of the said Committee Regulations so as to bring it in line with the specific content of the new Corporate Governance Code.

The Regulation of the Remuneration and Appointments Committee can be viewed on the corporate website of the Issuer under the section "Corporate Governance / Management and Control Bodies / Committees".

Pursuant to the aforementioned Regulations, 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 as a general rule 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 urgency, this term may be shorter, providing a minimum notice of 24 hours is given prior to the date set for the meeting. In any event, the Committee meeting shall be deemed validly called, notwithstanding there has not been a formal notice of call, if all the members are in attendance and the Chairman of the Board of Statutory Auditors has been duly notified.

Any documentation relating to the items on the agenda shall be made available to the members by the Secretary in such manner that ensures confidentiality of the information contained therein, 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.

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). 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.

The drafting and subsequent transmission to the Company Secretary of the documentation supporting the discussion of the items on the agenda of the Committee meeting is governed by the "Procedure for the management of information flows to the Directors of Unieuro S.p.A." adopted by the Company.

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/he 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.

On 9 May 2023, the Company's Board of Directors resolved to allocate a budget of Euro 30,000 to the aforementioned Committee for the entire Financial Year.

The Remuneration and Appointments Committee is able to access the information and corporate functions necessary to carry out its duties, as well as rely on external consultants in accordance with the terms and conditions established by the Board.

### ***Function of the Remuneration and Appointments Committee***

The Remuneration and Appointments Committee shall carry out all the duties attributed to it by the Corporate Governance Code and in particular:

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

The Committee shall assist the Board of Directors in carrying out the following activities:

- a) periodic self-assessment of the size, composition and actual functioning of the Board of Directors and its committees, also considering the role that the Board has played in defining strategies and monitoring management performance and the adequacy of the internal control system and risk management; in carrying out this assessment, the Committee may be supported, if deemed appropriate, by an independent consultant. As part of this activity, the Committee also supports the Board of Directors in defining the tools and methodology to be used for the self-assessment process of the Board of Directors as well as in verifying compliance with any disclosure obligation inherent to this activity, in order to guarantee the transparency of the process itself. With regard to the composition, the Committee draws up criteria for assessing the independence requirements of the Company's directors to be submitted to the Board for approval. In relation to the independence requirements, the Committee proposes to the Board of Directors the quantitative and qualitative criteria to be considered, in accordance with the provisions of the Corporate Governance Code;
- b) definition of the optimal composition of the Board of Directors and its committees. In particular, the Committee formulates to the Board of Directors, 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), its opinion on the optimal quantitative and qualitative composition of the Board of Directors and of the internal board

committees as well as on the professional and managerial figures whose presence on the Board is deemed appropriate;

- c) identification of candidates for the office of director in the event of co-optation. In particular, the Committee proposes to the Board of Directors the candidates for the office of Director if, during the year, one or more Directors leave office (article 2386, first paragraph, Civil Code), ensuring compliance with the requirements on the minimum number of independent Directors and on the shares reserved for the less represented gender;
- d) any presentation of a list by the outgoing Board of Directors to be implemented in a manner that ensures its formation and transparent presentation, in the event that the outgoing Board of Directors, compatibly with the legislative and statutory provisions in force, considers a list of candidates for the renewal of the administrative body; as part of this activity, the Committee participates in the investigation activity, formulating opinions, also making use of the support of any external consultants, in order to identify the candidates from which those who will make up the list presented by the Board of Directors will be chosen;
- e) preparation, updating and implementation of any plan for the succession of the Chief Executive Officer and other executive Directors, which identifies at least the procedures to be followed in the event of early termination of office;
- f) verification of the existence of adequate procedures for the succession of managers with strategic responsibilities.

Furthermore, the Committee in assisting the Board of Directors:

- a) may express, with the frequency deemed most appropriate, recommendations to the Board of Directors regarding the maximum number of offices as director or statutory auditor in other companies listed on regulated markets (including foreign) compatible with the effective performance of the office of director Company, taking into account the participation of the Directors in the internal board committees. To this end, the Committee identifies general criteria differentiated on the basis of the commitment connected to each role (executive or non-executive Director), also in relation to the nature and size of the companies in which the offices are held as well as their possible membership in the group of the Company, expressing its opinion on the preparation and possible update of the orientation, pursuant to the Corporate Governance Code, on the maximum number of directorships or statutory auditors that a director can hold and carrying out the investigation related to related periodic checks and assessments, to be submitted to the Board;
- b) indicates to the Board of Directors candidates for the office of Director to be submitted to the Shareholders' Meeting, considering any reports received from shareholders, if it is not possible to draw the required number of Directors from the lists submitted by the shareholders;
- c) carries out the investigation relating to the periodic checks of the independence and integrity requirements of the Directors and the absence of causes of incompatibility or ineligibility of the Directors;
- d) assists the Board of Directors (where appropriate, also in agreement with the other internal board committees) in the preparation of any criteria for the designation of managers with strategic responsibilities whose appointment falls within the competence of the Board by virtue of the current regulations and legislation, and provides its assessments to the Board of Directors on the proposals of the Chief Executive Officer;

- e) formulates opinions on the assessment of the merits of each matter and problem addressed by the Board relating to the shareholders' meeting authorisation of any derogations from the prohibition on competition provided for by article 2390 (prohibition on competition).

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

The Committee shall carry out the following activities:

- a) assists the Board of Directors in the development of the remuneration policy and the remuneration paid (in accordance with the provisions of article 123-ter of Legislative Decree no. 58 of 24 February 1998, "TUF"); in particular, the Committee proposes and submits the approval of the remuneration report, including the remuneration policy referred to in this letter a), to the Board of Directors, for its presentation to the Shareholders' Meeting of the Company in accordance with current legislation and the Corporate Governance Code;
- b) expresses its opinion on the remuneration of executive Directors and other Directors who hold particular offices as well as on the setting of performance objectives related to the variable component of such remuneration and on the verification of the effective achievement of the performance objectives of the aforementioned Directors, in agreement with the sustainability committee if the aforementioned objectives concern ESG indicators;
- c) monitors the application of the remuneration policy referred to in letter to); periodically assesses the adequacy and overall consistency of the remuneration policy for directors and managers with strategic responsibilities;
- d) evaluates and formulates any proposals to the Board of Directors regarding the design of periodic short and medium / long-term incentive plans, including equity, stock options, widespread shareholding and similar incentive and loyalty plans for management and employees of the Company, also with reference to the suitability to pursue the objectives of the plans, expressing an opinion on the methods for assigning the aforementioned instruments to the beneficiaries;
- e) performs the additional tasks assigned to it by the Board of Directors, monitoring the application of the decisions adopted by the Board of Directors on the subject of remuneration.

When the Remuneration Committee carries out its consultative and investigative activity on issues relating to the discipline of transactions with related parties, the discussion of the matter will preferably be carried out in agreement with the committee for transactions with related parties of the Company.

A director is not entitled to take part in the Remuneration and Appointments Committee meetings in which proposals are made to the Board of Directors regarding that director's own remuneration, unless the proposals regard all members of the Board Committees in general.

The establishment of this Committee ensures the fullest possible information and transparency regarding the remuneration of the Chief Executive Officer and senior management, as well as the procedures for its determination. However, in accordance with article 19 of the Articles of Association and article 2389, paragraph 3 Civil Code, the Remuneration and Appointments Committee shall only perform advisory and recommendation functions, whereas the powers to set the remuneration of the directors holding specific offices remains with the Board of Directors, in consultation with the Board of Statutory Auditors. This power is subject to the right of the shareholders to set at the Shareholders' Meeting the overall figure for the remuneration of all directors - including those directors holding specific offices.



Regarding the level of participation of the individual members of the Remuneration and Appointments Committee at meetings, please see the information provided in the table at page 28 of this Report.

In the current Financial Year, the Remuneration and Appointments Committee envisages sitting whenever necessary to ensure the correct and effective fulfilment of duties.

During Financial Year, the Committee sat 11 times each meeting having an average duration of 55 minutes in order to:

Activity of the Remuneration and Appointments Committee:

- acknowledge updates regarding the preparatory activities on the candidates proposed by the Board of Directors and, more specifically: on the interviews carried out with members of the Board; on the drafting of the matrix of skillsets deemed appropriate for the office of director;
- provide its favourable opinion on: 1) the list of candidates for the office of director; 2) the explanatory which set forth the resolutions proposed for the shareholders' meeting regarding: i) number of members of the Board; ii) term of office of the Board; iii) Stefano Meloni as Chairman of the Board; iv) remuneration due to directors;
- provide its favourable opinion on the admissibility of the lists of candidates for the office of statutory auditor and the lists of candidates for the office of director submitted by the shareholders;
- support to the Board of Directors in its selection of Chief Financial Officer, due to the consensual cessation of the employment relationship between the previous Chief Financial Officer and the Company and to provide a favourable opinion on the reorganization of the CFO's remit of duties;
- complete the activities relating to the self-assessment of the Board of Directors for FY 2022-2023 regarding its functioning and that of the intra-Board Committees, as well as on their size and composition pursuant to the Corporate Governance Code, analyse the Report on said self-assessment and submit the outcomes to the Board of Directors;
- evaluate the qualitative and quantitative criteria for the analysis of the relationship between directors and Unieuro S.p.A. prepared by the corporate structures pursuant to article 2, Recommendation No. 6 of the Corporate Governance Code of listed companies, such criteria for use in the assessment of the independence requisites. Duly sharing the content of the document to be submitted for Board of Directors' approval;
- support the Board of Directors in carrying out preliminary inquiries to ascertain that the independence and integrity requirements of the Board members are met, as well as to ascertain any causes of incompatibility, ineligibility or forfeiture of such requirements. In particular carrying out preliminary inquiries to ascertain that those Directors elected following the Shareholders' Meeting held on 21 June 2022, met the independence requisites and duly submitting the results to the Board of Directors;
- support the Board of Directors in carrying out preliminary inquiries to ascertain the maximum number of offices held as director and auditor in other companies;
- inquire into any diversity policies as may have been adopted in relation to the composition of the corporate bodies;
- evaluate the Letter of the Italian Committee for Corporate Governance on the application of the Corporate Governance Code of listed companies; giving its positive opinion on the Company's

compliance with the observations contained in said document and submitting it to the Board of Directors;

- approve the Committee's budget proposal confirming the request for a budget of Euro 30,000.00 to be submitted to the Board of Directors.

Activities carried out by the Remuneration Committee

- determination of the Company's Remuneration Policy as well as providing of its opinion on the Report on Remuneration Policy and Remuneration Paid for submission at the Shareholders' Meeting;
- gave its favourable opinion on: (i) the content of the Regulations implementing the III cycle of 2020-2025 Performance Share Plan and sent it to the Board of Directors for approval; (ii) the content of the proposal formulated by the Company on the identification of beneficiaries of the III Cycle of the 2020-2025 Performance Share Plan and the allocation of the number of shares to the extent proposed for each beneficiary and submission of the proposal for approval by the Board of Directors;
- gave its opinion on the MBO policy to be proposed at the Shareholders' Meeting in conjunction with the Remuneration Policy for FY2022/2023, in compliance with the Corporate Governance Code as well as on the finalisation of the MBO corporate results for the year 2021/2022;
- gave its favourable opinion on the Information Document for 2023-2028 Performance Share Plan which contains *inter alia*, the target KPIs for the first cycle of the new Plan and the ESG indicator developed together with the Sustainability Committee, and also identified: Managers with strategic responsibilities within the class of beneficiaries; the number of share rights granted to said beneficiaries for the first cycle of the 2023-2028 Performance Shares Plan;
- analysed the terms of the settlement negotiated with the former Chief Financial Officer as concerns his termination of employment, and identified the replacement Chief Financial Officer and the economic conditions pertaining to his office;
- analysed and gave a favourable opinion on, the KPIs set forth in the budget, given that such KPIs have been automatically inserted as objectives of the incentive system applicable to the Chief Executive Officer, in his capacity as a Manager with Strategic Responsibilities and to the other members of top management;

Remuneration and Appointments Committee meetings have been attended by the Company's Human Resources Director (and the Legal Director) who presented those issues within the remit his/her responsibility as well as, as required, by other managers of the Company, upon proposal of the Chairman of the Committee and duly informing the Managing Director. The Chairman of the Board of Statutory Auditors was amongst others who participated at the meeting. The meetings were all convened by the Chairman of the Committee who coordinated their tasks. The Secretary duly drew up minutes for all the meetings.

The Chairman shall provide information regarding the activities of the Remuneration and Appointments Committee at the next sitting of the Board of Directors.

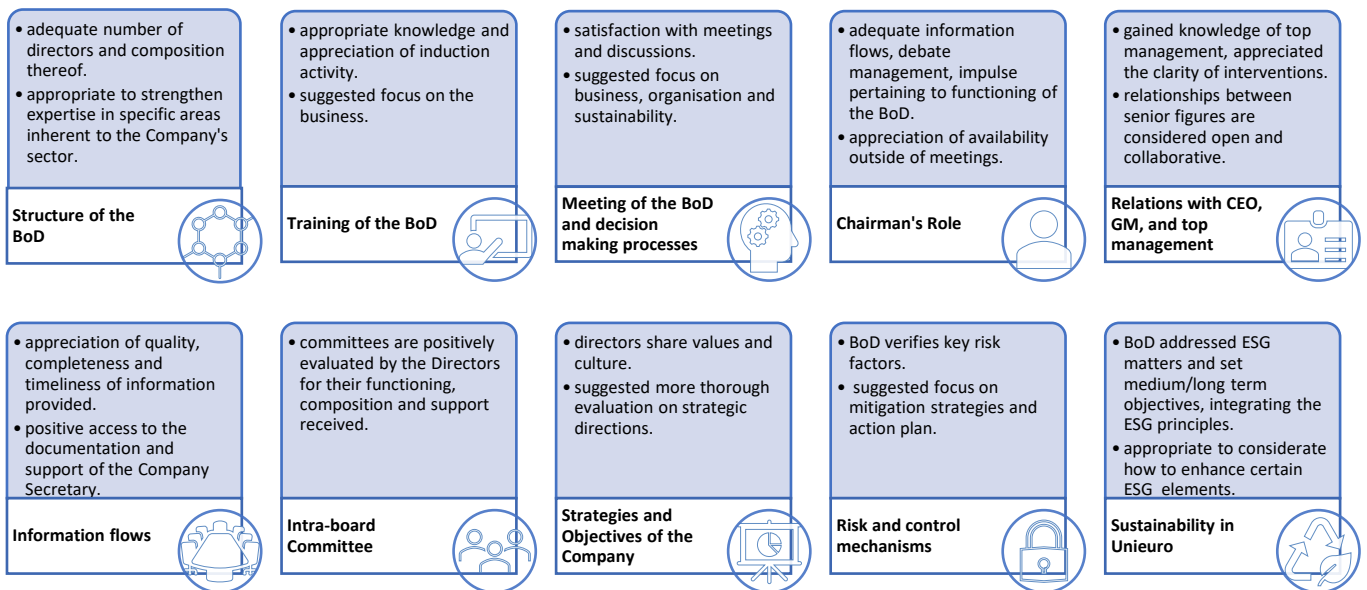


## Board Evaluation

The Board of Directors assessed the operation of the said Board and its Committees, as well as their size and composition, also taking into account elements such as professional characteristics, experience, including managerial experience, the gender of members, their seniority in office, diversity criteria, as required by article 4, recommendation 23 of the Corporate Governance Code.

For such assessment as regards the Financial Year, the Company carried out own investigations by way of the Company Secretary who was supported by The Remuneration and Appointments Committee in the preparation of questionnaires to be sent to the members of the Board, upon prior favourable opinion of said Committee. In preparing the questionnaires, the Company Secretary took *inter alia*, the recommendations set forth the Letter of the Corporate Governance Committee. The self-assessment process was carried out on the basis of questionnaires which were submitted to and completed by the directors and which include comments or suggestions for any improvements deemed appropriate with regard to the composition and functioning of the Board and the committees established by these bodies. All analyses and comments were collected and processed by the Company Secretary on an anonymous and confidential basis which does not identify the author, so as to facilitate freedom of expression on the part of each director, free from any constraints that could arise in another context, for example, during board meetings. At the end of the process, a document summarising the outcomes of the evaluations provided by the individual directors was presented to the Remuneration and Appointments Committee and the Board of Directors on 3 May 2023 and 9 May 2023 respectively.

Below are illustrated in summary the results achieved.



## Succession Plan

On 23 February 2022, the Board of Directors, following preliminary activities on the part of the Remuneration and Appointments Committee, laid down the formalities to implement the Chief Executive Officer succession plan ("**Succession Plan**") as well as the Contingency Succession Plan which outlines the process to be followed in the event that the Chief Executive Officer were suddenly unable to perform his/her duties, so as to source the appropriate person to perform the office during the transition period until activation of the Succession Plan. On the same date, the Board of Directors authorised the Chief Executive Officer to monitor the adequacy of the Succession Plan and to submit to the Board of Directors any requests for its amendment as may be necessary or as may be appropriate in the event of significant regulatory or organisational changes.

## 8. REMUNERATION OF THE DIRECTORS

### 8.1. Remuneration policy

For information regarding: the policy for remuneration relative to the Financial Year for executive and non-executive directors and managers with strategic responsibilities; share-based remuneration plans and their vesting and payment terms; payment of remuneration and any indemnity to directors in the event of resignation, dismissal or termination of office, please see the Company's report concerning remuneration and recompense paid which was drafted pursuant to article 123-ter TUF and approved by the Board of Directors on 11 May 2022, after having been examined and approved by the Remuneration and Appointments Committee, such report made available to the public within the deadlines and in the manner set forth by the applicable provisions of law and regulations, including by way of publication on the Company website ([https://unieurospa.com/en/\\_home/](https://unieurospa.com/en/_home/)) under section "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022".

For further information on the application of the remuneration policy for the Financial Year, please refer to the second section of the Remuneration Report, duly approved by the Board of Directors on 9 May 2023 available to the public within the term and in the manner envisaged by the applicable laws and regulations, which includes publication on the website [https://unieurospa.com/en/\\_home/](https://unieurospa.com/en/_home/) within the Section "Corporate Governance/ Shareholders' Meetings / Shareholders' Meeting 2023".

Please also refer to the first section of said report relating to the proposed remuneration policy for the 2023-2024 Financial Year.

## 9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

In compliance with Corporate Governance Code, the Issuer has adopted an internal control and risk management system that will allow it to identify, measure, manage and monitor the main risks in line with best domestic and international practices. The Issuer shall in any case periodically update the corporate risk catalogue.

The internal control and risk management system contribute to protect the company's assets, the efficiency and efficacy of the corporate processes, compliance with the laws and regulations, the Articles of Association, the internal procedures as well as the reliability of the financial information. It follows that, the internal control system, set up with the objective of guaranteeing the reliability, accuracy, integrity and timeliness of the financial information, must therefore be considered as an integrative element rather than separate from the general risk management system adopted by the Company.

Said system is integral to the general organizational and corporate governance structures adopted by the company, taking into consideration as appropriate the best domestic and international practices as well as the models of reference, also in light of the evolution of this subject.

In particular, the planning, implementation and monitoring of the internal control and risk management system determined by the company have been inspired by the CoSo Framework methodology developed on the basis of the guidelines of the Committee of Sponsoring Organizations of the Treadway Commissions; the company plans and carries out ongoing development and streamlining of the system in all its components, in the context of continuous improvement. These components are briefly summarised below.

### ***a) Control environment***

The control environment is the organizational context within which the strategies and objectives are established as well as the procedures by which the business activities are structured and the risks are identified and managed. This encapsulates, amongst its many elements, the ethical values of the company, the skills and development of the personnel, the operating style and the procedures with which delegations, powers and responsibilities are conferred.

### ***b) Risk assesment***

Risk assessment is considered as a basic element of the system. To this end, in order to acquire instruments that are more in line with the requirements of the control and risk management system required by the organizational model overall, the status as a listed company and the business dynamics, the Company has initiated a structured process aimed at periodically identifying and assessing risks, which provides the base methodology for identifying control system and audit plan priorities.

### ***c) Control activities***

The control activities are determined within the framework of regulations, policies, guidelines and procedures that can help to ensure that the decisions for handling risks are executed in an adequate fashion. The Audit Plan, in accordance with principles of conformity with the task of optimising corporate resources and efficiency, has been implemented taking into consideration the main results of the risk assessment activities; these elements were supplemented by control activities that were triggered as a result of the

requirements stated by the Financial Reporting Officer and by the Supervisory Body, for which Internal Audit provides operational support, as explained in more detail below. The Audit Plan was approved by the Board of Directors, after analysis and evaluation by the Control and Risk Committee.

#### ***d) Information and Communication***

Information is necessary at all corporate levels to identify, evaluate and implement the decisions for the handling of the risks as well as to carry out control activities in compliance with the objectives that have been previously set. The individuals who make up the internal control and risk management system carry out their function also by maintaining a constant flow of executive reporting in line with their roles.

#### ***e) Monitoring***

The internal control and risk management system is periodically audited and updated in order to coordinate the structure and the implementation procedures with the specific requirements of the organization and the market in which the Company operates, according to the guidelines expressed by the Board of Directors.

On 11 May 2022 and most recently on 9 May 2023, the Board of Directors: (i) approved the annual work plan prepared by the head of the Internal Audit function, having consulted the Board of Statutory Auditors and the director responsible for the internal control and risk management system; and (ii) evaluated, based on the information provided to the Directors and having heard the opinion of the Control and Risk Committee, whether the internal control and risk management system adopted by the Company is consistent with the provisions of article 6 of the Corporate Governance Code.

### **9.1. Risk management system in relation to financial reporting**

As regards the internal control system in place for the preparation of the financial reports, the Company has undertaken a process of adjustment to the indications set forth in Law 262/05. This process aims to document the accounting and administrative model that has been adopted as well as to put in motion specific audit checks by way of support to the certification process under the Financial Reporting Officer's responsibility.

The above-mentioned accounting and administrative audit model constitute the totality of internal procedures and instruments adopted by the Company to ensure achievement of the corporate objectives of reliability, accuracy, integrity and speed in financial reporting.

The methods applied by the Financial Reporting Officer for the analysis and verification of the administrative and accounting audit system is set forth in a document describing the model, which has been constructed in line with the indications set forth in the "CoSo Report" which is referred to as the model of reference in the ANDAF Guideline for the Financial Reporting Officer preparing the Company's accounts.

The valuation of the risks identified by the financial reporting at both the *entity* and process and individual transaction levels, aims to measure the appropriateness of the safeguards in place to efficiently mitigate the risks so identified, that are inherent to the administrative-accounting process.

The approach adopted is mindful both of possible risks arising due to innocent mistake as well as the risks that derive from fraudulent intent, thus providing for the planning and monitoring of safeguards and controls

that guarantee coverage of this nature of risk, as well as coordination with those control protocols that have been implemented as part of the overall internal control system.

Furthermore, the approach adopted is mindful of both manual controls and those made by information systems in support of the accounting and administrative processes, in other words, so-called automatic controls at the application system level and IT general controls safeguarding the areas which relates to system access, control of development and modifications and finally, adequacy of the IT structures. At the general IT and infrastructure level, the control system is subject to analyses to reveal issues and carry out initiatives aimed at strengthening it.

Monitoring activities are concentrated on the operating processes which refer to “material” accounting items. Furthermore, *ad hoc* checks are carried out on activities connected to closing of those operations which the company documents, allocates the responsibilities therefor and authorizes through a dedicated information system, so as to guarantee the completeness and accuracy thereof.

The Financial Reporting Officer constantly monitors the adequacy of the controls, initiating corrective actions where necessary.

Based on the results of the activity for the tracking of the processes, risks and controls, the company determines improvement plans aimed at introducing and/or modifying the controls whether at the general or at the individual process level. Where deemed appropriate, and always taking into account the checks made, Company may move to determine or update the administrative - accounting procedures.

## 9.2. Director in charge of the internal control and risk management system

By way of support to the Issuer’s internal control and risk system and in addition to the internal control system, the Company’s Board of Directors appointed Giancarlo Nicosanti Monterastelli on 24 June 2022, as the director in charge of the internal control and risk management system having the duties listed in Recommendation No. 34 of the Corporate Governance Code. In this regard, the Issuer deems that the appointment of Giancarlo Nicosanti Monterastelli who also holds office as CEO, is in line with the provisions of the Corporate Governance Code, which provides that said office be expressly covered by the Chief Executive Officer.

In conformity with the provisions of Recommendation No. 34 Corporate Governance Code, the Director in charge of the internal control and risk management system is required to:

- identify the main corporate risks, taking into account the characteristics of the activity carried out by the Issuer and its Controlled Companies and periodically submit them for examination by the Board of Directors;
- put into effect the guidelines determined by the Board of Directors, as follow-up the planning, realization and management of the internal control and risk management system and verify the relative adequacy and efficacy on an ongoing basis;
- deal with any adaptation of the control system to the dynamics of the operating conditions and the legislative and regulatory environment;

- request, at his/her discretion, the Internal Audit department to check specific operating areas and compliance with the internal rules and procedures in executing the corporate operations. In such case he/she shall concurrently inform the Chairman of the Board of Directors, the chairman of the Control and Risk Committee and the Chairman of the Board of Statutory Auditors;
- immediately inform the Control and Risk Committee (or the Board of Directors) of any problems and critical areas that are flagged up as a result of activities or of which he/she becomes aware so that the committee (or the Board) can take the appropriate actions.

### 9.3. Internal Audit department manager

At its meeting of 14 July 2022, the Board appointed Raffaella Folli as the Internal Audit Department Manager of the Issuer in charge of the Issuer’s internal audit operations.

The appointment of the Internal Audit Manager is the result of a proposal put forward by the director in charge of the internal control and risk management system, after receiving favourable opinions from Control and Risk Committee and the Board of Statutory Auditors.

On the proposal of the director in charge of the internal control and risk management system and having received the favourable opinions from the Control and Risk Committee and Board of Statutory Auditors, the Board fixed the remuneration of the Internal Audit Department Manager in line with the corporate policies and ensured that the appropriate resources for the discharge of the relative duties are available to such manager.

The Internal Audit Department Manager reports directly to the Board of Directors and is not responsible for any operating area.

The Internal Audit Manager has adequate resources at his/her disposal to carry out the allocated tasks. During Financial Year, the Internal Audit Manager carried out the relative tasks in conformity with Recommendation No. 37 of the Corporate Governance Code in line with the Audit Plan approved by the Board of Directors, the results of which were reported to the Management, the Control and Risk Committee, the Board of Statutory Auditors and the Board of Directors.

The Company believes the incentivising mechanisms for the Internal Audit Manager are consistent with the tasks assigned to this office (Recommendation No. 33 Corporate Governance Code).

### 9.4. Organisational model (pursuant to Legislative Decree No. 231/2001)

On 17 May 2016, the Company approved and adopted the Organisation, Management and Control Model, pursuant to Legislative Decree No. 231/2001 (respectively: “**Model**” and “**Decree**”). Most recently, on 23 February 2023, the Company updated and approved the new Model which it presented at presented at induction sitting of the Board and the Auditors.

The Code of Conduct provides for standards of conduct and guidelines to be followed when conducting business, in the relations between employees of the Company and the Group, and in relations with third

parties. This document was prepared mindful of the Company's specific requirements arising in virtue of its operations.

The Model Code of Conduct and the aforementioned policies are available on the Company's website "[https://unieuropa.com/en/\\_home/](https://unieuropa.com/en/_home/) "Corporate Governance" section.

At its meeting of 24 June 2022, the Board of Directors further resolved to confirm the appointment of the Supervisory Body, the members of which are Giorgio Rusticali (Chairman), Chiara Tebano (Lawyer), and Raffaella Folli. The Supervisory Body so constituted fulfils the requirements of autonomy, independence, professionalism and continuity of the applicable activities.

The organisational Model consists of two parts. The first part is general in nature and illustrates the purposes, recipients, members of the preventive control system of the Model itself and - in line with the provisions of the Decree - the structure, operation and duties of the Supervisory Body, which pursuant to article 6 of the Decree, is in charge of monitoring the functioning and observance of the Model.

This first part of the Model also provides for training and information of the company's personnel to familiarise them with the contents of said Model.

The second part of the Model is of a special nature and contains a description of the types of offences provided for in the Decree as well as the penalties applicable thereto, as concerns those risk areas considered applicable to the Company as a result of risk areas that were identified during the risk assessment process.

The types of criminal offences which the Model aims to prevent, based on the risk mapping which was conducted prior to its adoption, are:

- a. Offences involving relations with the Public Administration;
- b. Corporate offences;
- c. Crimes for the purpose of terrorism or subversion of democratic order, transnational crimes, organised criminality;
- d. Handling, laundering or use of goods, money or value from unlawful sources as well as personal laundering;
- e. Crimes concerning payment instruments other than cash;
- f. Employment of third parties who reside illegally in the country;
- g. Crimes against persons, including racism and xenophobia;
- h. Market abuse;
- i. Culpable offences in violation of occupational health and safety laws;
- j. Computer crime and illegal data processing;

- k. Counterfeiting money, public credit cards, duty stamps and identification marks, crimes against industry and commerce, smuggling;
- l. Crimes involving copyrights;
- m. Inducement to withhold information from, or make untruthful declarations to, the Court authorities;
- n. Environmental crimes;
- o. Corruption between private parties;
- p. Tax offences.

As of 2019 the Company has had a Whistleblowing Policy (below "**Policy**") in place for the purpose of:

- establishing procedures for the reporting of unlawful or illegitimate conduct or behaviour, whether based on acts or omissions, which constitute, may constitute or may facilitate a violation of the Group's Code of Ethics and/or the Organization, Management and Control Model in accordance with Legislative Decree 231/01 as adopted by the Company and in any case conduct as may violate the policies and/or rules that govern corporate processes;
- ensuring a work environment in which employees and internal collaborators are comfortable in reporting any "Unlawful Conduct" being carried out within the Company.

The main features of the Company's whistleblowing system are:

- two information channels open to employees and collaborators, one of which is IT based;
- management of reported events in conformance with the provisions of the internal organisational provisions adopted by the Company on Whistleblowing;
- ensuring that the identity of the whistle-blower shall be kept confidential pursuant to Law No. 179/2017;
- prohibiting any direct or indirect retaliatory or discriminatory acts against the whistle-blower for reasons connected directly or indirectly to the unlawful conduct reported;
- applying a system of sanctions to those persons who violate the commitments, obligations and protection guaranteed by the Company.

The whistleblowing IT channel adopted by the company uses an online platform ("Whistleblowing Portal") which allows for the sending of reports in line with the relevant legislative provisions. Access to the Whistleblowing Portal is subject to a "no-log" policy so as to prevent the identification of any whistle-blower who wishes to remain anonymous.



For more information on the whistleblowing system and on the other anti-corruption procedural instruments in place, you are invited to consult the company documentation made available in the “Company Documents and Procedures” section of the Company's website.

The Company has also adopted an Anti-Corruption Policy, which was most recently updated by the Board of Directors on 12 November 2020. More specifically, such Policy provides personnel with rules they must comply with, so as to strengthen supervision on anti-corruption issues and envisages an obligation that personnel adhere to industry standards. Said Policy furnishes a definition of acts or omission as may be interpreted as corruption and established a reporting obligation for unlawful practices in which personnel may find themselves involved, either actively or passively.

For this purpose, any person who becomes aware of corruption matters or of any other Anti-Corruption Policy infringement can report principally through dedicated communication channels, to the Internal Audit Function by way of the above-mentioned Whistleblowing system or alternatively, to the Legal Department.

### 9.5. Auditing firm

Pursuant to the applicable definitions and provisions of the law, the Shareholders' Meeting on 12 December 2016 resolved to appoint the auditing firm KPMG S.p.A. - with legal and administrative offices located at Via Vittor Pisani no. 25 Milan, registered under number 13 of the Register of auditing firms held by the Ministry of Economy and Finance pursuant to article 161 TUF and number 70623 of the Register of legal auditors - to conduct the legal audit of the annual financial statements for the financial years ending 28 February 2017 until 28 February 2025, pursuant to articles 14 and 16 of Legislative Decree No. 39 of 27 January 2010, and the abbreviated audit of the abbreviated half year financial statements for the half years ending from 31 August 2017 until 31 August 2024. In consideration of the further activities required from the Independent Auditors due to, *inter alia*, the acquisition of the entire shareholding in Monclick S.r.l., the Issuer conferred on the Independent Auditors, the task to carry out legal review of the consolidated financial statements for the financial years ending 28 February 2018 on 28 February 2025. Furthermore, in consideration of the activities required of the Auditing Firm by Legislative Decree No. 39 of 27 January 2010 and by (EU) Regulation No. 537/2014 (due to the entry into force of the new accounting standards IFRS 9, 15 and 16), as a consequence of the acquisition of the business units and above-mentioned shareholding in Monclick S.r.l. and following the introduction of the provisions of the Delegated Regulation (EU) 2019/815 of the European Commission on regulatory technical standards relating to the specification of the single electronic communication format (ESEF - European Single Electronic Format), the Company upwardly adjusted the fees payable to the Audit firm, in compliance with the provisions of the relevant engagement letter.<sup>13</sup>

It should be noted that the Board of Statutory Auditors has shared the results presented by the statutory auditor with the Control and Risk Committee.

### 9.6. Financial Reporting Officer and other roles and corporate functions

Article 20 of the Articles of Association provides that the financial reporting officer be appointed by the Board of Directors, after the Board has received the mandatory albeit non-binding opinion of the Board of Statutory

<sup>13</sup> In particular, it should be noted that on 30 September 2019, the auditing firm KPMG was appointed to audit the financial statements from 29 February 2020 to 28 February 2025 of the wholly owned subsidiary Carini Retail S.r.l. It should be noted that on 5 August 2020, Unieuro and Carini Retail S.r.l. in execution of the resolutions passed on 18 March 2020, respectively, by the Board of Directors of Unieuro, pursuant to Articles 2365 and 2505 of the Civil Code and Article 16 of the Articles of Association, and by the Extraordinary Shareholders' Meeting of Carini Retail, entered into the deed of merger regarding the merger of the subsidiary Carini Retail into the parent company Unieuro.

Auditors. Said corporate articles also provide that the Director tasked with preparing the corporate accounting documents shall hold a degree, obtained in Italy or abroad, in an economic or financial subject. He/she shall also have either at least three years of experience in the specific sectors of activity in which the Company operates or in management consultancy which includes administrative and accounting matters. He/she shall satisfy the integrity requirements envisaged for Directors.

In observance of article 154-*bis* TUF, and in compliance with the procedures for appointments set forth in article 20 of the Articles of Association, on 1 June 2021 the Issuer's Board of Directors appointed Marco Pacini, Chief Financial Officer of Unieuro, as the Financial Reporting Officer. Mr Pacini ceased to hold such office as of 31 December 2022, further to the termination of his employment relationship with the Company. As of 1 January 2022, the office of Financial Reporting Officer has been held by Gabriella Giocondo, formerly Admin Director, and Luca Mazzotti, formerly Controller & Treasury Director, as was resolved by the Board of Directors of Unieuro on 12 January 2023. As of 20 February 2023 Marco Deotto, current Chief Financial Officer of the Issuer, has held the office of Financial Reporting Officer responsible for preparation of the corporate accounting documents pursuant to art. 154-*bis* of Legislative Decree 58/1998, taking over from the above-mentioned managers.

Upon appointment, the Board confirmed that the appointees satisfy the requisites mentioned in the above Articles and vested the financial reporting officer with the powers and means necessary for the performance of the duties attributed to such office.

On 17 April 2023, the Board of Directors approved the updating of the Reporting Officer Guidelines.

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During the Financial Year, the Board has not identified any situations that require the adoption of specific measures to ensure the effectiveness and impartiality of the other corporate functions involved in any supervisory activity controls - also taking into account its evaluation activities as regards the Internal Control and Risk Management System carried out with the support of the Control and Risk Committee.

### **9.7. Data Protection Officer**

As of 25 May 2018, the Company has adopted a Privacy Organizational Model, in compliance with the provisions set forth in Regulation (EU) 2016/679 (GDPR) and, in general, with the regulation on privacy, defining guidelines, inter alia, for the management of corporate and organizational relations and for the necessary coordination of operational and compliance activities regarding personal data processing.

On 15 April 2021, the Company appointed lawyer Diego Fulco - founding partner and partner in the law firm, Net For Legal having its registered office in Milan, VAT number IT13218070152 - as its new DPO for the Company and its controlled company, Monclick Srl with Sole Shareholder and conferred upon such DPO all the powers and functions referred to under article 39 GDPR. This appointment is effective as of 27 April 2021.

### **9.8. Other supervisions roles**

At its sitting of 20 December 2021, the Board of Directors entrusted the Chief Executive Officer to establish a Compliance Manager dedicated to consumer protection matters (Consumer Rights Compliance Manager), to give him/her an express mandate in relation to such role and to determine the terms and conditions thereof.

The role of Consumer Rights Compliance Manager is to ensure the correct adoption of and respect of a commercial practices' compliance programme.

More specifically, the Consumer Rights Compliance Manager is required to provide support to company management: to identify and assess any non-compliance risks relating to consumer rights; to prepare the necessary periodic information for company top management. In particular, Consumer Rights Compliance Manager shall:

- support the corporate functions in adopting appropriate procedures to prevent any risks of non-compliance relating to consumer rights. He/she may request that such procedures be checked to ascertain the adequacy and correct application thereof;
- monitor consumer rights legislation and any updates thereto and assess the impact thereof on processes and procedures. He/she shall furnish information thereon to the interested corporate functions and implement the necessary corporate sector documentation, also ensuring that it is made available as appropriate;
- support the corporate bodies and business functions by interpreting the legislation and assisting in the preventive conformance assessment in the remit of consumer rights as regards innovative projects and the development of products/services/channels;
- identify consumer rights compliance issues that require training and support the competent functions in preparing training plans and their relative content as well as monitor the effective delivery thereof.

By the end of each tax year, the Consumer Rights Compliance Manager shall draw up a Compliance Plan for submission to: top management; the Control and Risk Committee; the Board of Directors.

The role of Consumer Rights Compliance Manager was entrusted to Corporate Affairs Manager Elisa Petroni on 1 March 2023.

### **9.9. Coordination between the individuals involved in the internal control and risk management system**

In order to optimize interaction between them and maximize efficiency of the internal control and risk management system, pursuant to the recommendations of the Corporate Governance Code, the Company has identified the roles and responsibilities of those individuals involved in the internal control and risk management system, to avoid overlapping of the respective areas of activity and skills or duplication of controls carried out.

Specifically:

- members of the Board of Statutory Auditors are always invited to take part in the meetings of the Control and Risk Committee, as is the Director in charge of the Internal control system;
- the Director in charge of the internal control and risk management system is required to promptly inform the Control and Risk Committee and the Board of any problems and critical issues that arise

during the carrying out of his/her activities or which he/she has otherwise become aware of, so that the Committee and the Board are able to take the appropriate steps;

- the Internal Audit Function Manager shall ensure that there is a periodic flow of information, including for those issues that are particularly significant, such flow not only with the Control and Risk Committee but also with all individuals who, in their various capacities, supervise the internal control and risk management system, such as the Board, the Financial Reporting Officer, the Supervisory Body, the Audit Firm and the Director in charge of the internal control and risk management system, each for the issues within their respective areas of competence;
- the Internal Audit function manager shall directly participate at meetings of the Supervisory Body as an internal member and, where required, shall regularly take part in verifications conducted by the Board of Statutory Auditors;
- the Board of Statutory Auditors shall communicate periodically with the Board of Directors, Control and Risk Committee, Supervisory Body, Audit firm and the Financial Reporting Officer;
- the Supervisory Body may be called to participate in the meetings of the Board of Directors and the Control and Risk Committee as a guest, reporting every half year regarding its own activities;
- the Audit Firm may be invited to take part in the Control and Risk Committee meetings to update the Committee on the activities conducted;
- twice a year, at the half-year and annual closings, a meeting takes place of the control bodies (Control and Risk Committee, Board of Statutory Auditors, Supervisory Body, Internal Audit, Financial Reporting Officer, Director in charge, Independent Auditors) to ensure the alignment and coordination of the control activities carried out by each of them;
- the DPO shall maintain a flow of periodic communication with the Control and Risk Committee, and reports quarterly to the Board of Directors and the Board of Statutory Auditors.

## 10. INTERESTS OF THE DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

In its meeting held on 24 June 2021, the Board of Directors, having obtained the favourable opinion of the Related Party Transactions Committee, approved new "Internal regulations governing related party transactions" (the "Procedure") pursuant to and in accordance with Consob Related Parties Regulations No. 17221 of 12 March 2010, as subsequently amended and supplemented. This Procedure, which replaces and supersedes that adopted in 2017, sets out the principles to which the Company adheres to ensure transparency and substantive and procedural fairness of transactions with related parties whether carried out directly or through its controlled companies. Said Procedure is viewable on the Company's corporate website at [https://unieurospa.com/en/\\_home/ "Corporate Governance / Corporate Documents and Procedures"](https://unieurospa.com/en/_home/Corporate%20Governance%20-%20Corporate%20Documents%20and%20Procedures).

The above-mentioned procedure applies to transactions with related parties (the definition of which is provided in the respective definitions of the Consob Related Party regulation, which is expressly referred to in the Procedure) conducted directly by the Company or through controlled companies.

In conformance with the Consob Related Party Regulations, the procedure governs, inter alia, the inquiry and approval procedures regarding transactions with related parties of greater importance based on the criteria indicated in Consob's Related Party Regulation and those transactions with related parties classified as of lesser importance, which are transactions other than those of greater importance and transactions involving modest amounts (individual transactions of not more than Euro 150,000 where the related party is a natural person and not more than Euro 300,000 where the related party is not a natural person).

Pursuant to the provisions of the Consob Related Parties Regulation, the Procedure considers to be transactions of greater importance with related parties those in which at least one of the relevant indexes indicated in attachment 3 of said Regulation is higher than the threshold of 5% and requires that a specific corporate body (comprised of the Chief Financial Officer and the Legal Director) be entrusted with the task of deciding how to apply the Procedure to the specific transaction, including the manner for classifying a transaction as of greater importance or of lesser importance.

Pursuant to the Consob Related Parties Regulations, the Procedure provides that, prior to approval of a transaction with related parties, the Related Parties Committee - which shall be comprised exclusively of unrelated and non-executive directors and a majority of independent directors pursuant to the TUF and the Corporate Governance Code - shall give a reasoned, non-binding opinion on the interests of the Company to pursue the transaction as well as the convenience and essential correctness of the terms and conditions related thereto<sup>14</sup>.

The rules provided by the Procedure do not apply in the following cases which are deemed as exempt therefrom:

- (i) De Minimis Transactions;
- (ii) Shareholders' Meeting resolutions provided for by article 13, paragraph 1 of the RPT Regulations<sup>15</sup>;

<sup>14</sup> See the Related Parties Committee chapter for more details.

<sup>15</sup> Meaning those shareholders' meeting resolutions referred to in the first paragraph of article 2389 Civil Code, relating to the remuneration of the members of the board of directors and of the executive committees as well as resolutions on the remuneration of directors holding particular offices where such remuneration is within a total amount pre-determined at a shareholders' meeting in accordance with article 2389, third paragraph Civil Code. Shareholders' meeting resolutions under article 2402 Civil Code concerning the remuneration of the members of the board of statutory auditors and of the supervisory board shall also be taken into consideration as shall also be those shareholders' meeting resolutions relating to the remuneration of the members of the management board, if any, taken pursuant to article 2409- *terdecies*, paragraph 1 letter a) Civil Code.

(iii) Transactions resolved on by the Company and presented to all shareholders on equal terms, including those resolutions provided for under article 13, paragraph 1-*bis*, of the RPT Regulations<sup>16</sup>.

Without prejudice to article 5 paragraph 8 of the Consob Related Party Regulations, this Procedure likewise does not apply to:

(i) compensation plans based on financial instruments approved by the Shareholders' Meeting pursuant to article 114-*bis*, TUF and transactions for the enactment thereof;

(ii) resolutions other than those indicated in article 13, paragraph 1 of the RPT Regulations concerning the remuneration of directors and board members holding particular offices or remuneration of Managers with Strategic Responsibilities provided that:

- the Company has adopted a remuneration policy duly approved at the Shareholders' Meeting;
- a committee made up solely by independent directors or by a majority of independent non-executive board members has been involved in the determination of said remuneration policy;
- the remuneration awarded has been identified in accordance with the Remuneration Policy and quantified on the basis of criteria that do not involve discretionary assessments;

(iii) Ordinary Transactions entered into on Equivalent Market or Standard Terms save for as provided for by article 13, paragraph 3, letter c) of the RPT Regulations and specified in paragraph 3.5 of the Procedure;

(iv) transactions entered into by the Company with any Controlled Company, whether or not jointly, or entered into by a Controlled Company save for to the extent provided for below;

(v) transactions entered into by the Company with any Controlled Company of the Company save for to the extent provided for below.

The Procedure shall not be applicable to the items specified under points (iii), (iv) and (v), however shall apply where the counterparty to the transaction is a related or controlled company in which other Related Parties hold a Significant Interest.

<sup>16</sup> Transactions resolved on by the Company and put to all shareholders on equal terms shall include:

a) option-related capital increases, including to service convertible bonds, and gratuitous capital increases provided for under article 2442 Civil Code;  
 b) demerger in strict sense, whether total or partial, providing a criterion for attribution of proportional shares;  
 c) share capital reduction by way of shareholder reimbursement pursuant to article 2445 Civil Code and purchases of treasury shares pursuant to article 132 TUF.

## 11. BOARD OF STATUTORY AUDITORS

### 11.1. Appointment and Replacement

The Board of Statutory Auditors is appointed at the Company's ordinary Shareholders' Meeting.

Pursuant to articles 21 in 22 of the Articles of Association, the Issuer has adopted a transparent procedure for the appointment of the statutory auditors which guarantees, among other things, adequate and timely information regarding the personal and professional features of the candidates in office.

For as long as the Company's shares are listed on a regulated market in Italy or in another member state of the European Union, the Board of Statutory Auditors will be elected at the ordinary Shareholders' Meeting on the basis of lists submitted by the shareholders as provided below and ensuring a gender balance respecting the applicable laws and regulations.

Shareholders have the right to submit a list to the extent that they hold, whether individually or jointly with others on the date of submission of said list, the share percentage established by law or regulations in force from time to time (4.5%, pursuant to the Consob Management Deliberation No. 79 of 22 March 2023).

The lists have two sections: one for the appointment of statutory auditors and the other for the appointment of alternate auditors. The first candidate in each section shall be a certified auditor and shall have worked for a minimum of 3 (three) years as an auditor for clients that are legally required to have their financial statements audited. Should the other candidates do not meet such requirement for the immediately preceding period, they must meet the other professional requirements under applicable legislation and regulations from time to time. In the event of non-fulfilment of the obligations laid down in this paragraph, the list will be deemed unsubmitted.

Each list that contains 3 (three) or more candidates (mindful that there are two sections), shall also include a number of candidates from the under-represented gender so as to ensure that the list respects the principle of equality between genders and the number is at least the minimum required under the laws and regulatory provisions in force from time to time. Any list that fails to fulfil the obligations laid down in this paragraph shall be deemed unsubmitted.

As concerns gender balance, please refer to that specified at paragraph 4.2 of this Report.

The lists shall be submitted within the period prescribed by the applicable legislation referred to in the convocation notice at the Company's registered office or electronically, as stated in the notice, and made public within the timeline and in the manner laid down by applicable legislation and regulations. If by the deadline for the submission of lists, only one list has been submitted or there are only lists submitted by shareholders acting together within the meaning of article 144-*quinquies* of the Issuer Regulation, then lists may be submitted for up to three days after said deadline. In this event, the thresholds indicated in the Articles of Association are reduced by half. Together with the lists, the following shall also be submitted:

- (i) information about the shareholders who submitted the list and an indication of the percentage of equity held by them;
- (ii) a declaration from shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of direct or indirect relationships with such shareholders under applicable legislation and regulations;
- (iii) the curriculum vitae of the candidates and a declaration from each candidate attesting that there are no grounds for ineligibility or incompatibility and that he or she meets the requirements for office;



- (iv) information about the candidates with an indication of administrative and supervisory positions held in other companies, as well as a declaration by the candidates that they meet the requirements, including those in terms of integrity, professionalism, independence and those concerning concurrent office, provided by applicable legislation and regulations and the articles of association, and their acceptance of the nomination and office, if elected;
- (v) a declaration whereby each candidate accepts his or her nomination;
- (vi) any other declaration, information and/or document as may be required by applicable legislation and regulations.

Any shareholders, who have signed a shareholders' agreement pertaining to the Company and relevant for the purposes of article 122 of the TUF, parent company, controlled companies and companies under common control and any other entities with whom a relationship exists, including indirectly within the meaning of applicable legislation and regulations, may not submit or participate in the submission of more than one list, even through an intermediary or trust company, nor vote for different lists.

Each candidate shall only be included in one list, otherwise he or she shall be considered ineligible.

Any list not complying with the provisions set forth in this paragraph shall be considered as not having been submitted.

The statutory auditors will be the first two candidates from the list with the highest number of votes ("**Majority List**") and the first candidate from the list obtaining the second highest number of votes ("**Minority List**") submitted by shareholders who are not related, even indirectly, to the shareholders who submitted or voted for the Majority List, and this candidate will also be appointed Chairman of the Board of Statutory Auditors.

The alternate auditors will be the first alternate candidate on the Majority List and the first alternate candidate on the Minority List.

If the gender balance is not achieved as required by applicable legislation including any *pro tempore* regulations, the necessary replacements will be selected from the candidates put forward for the office of standing auditor on the Majority List, in the order in which the candidates are listed.

If fewer candidates are elected based on the lists submitted than there are auditors to be elected, the remainder will be elected at the Shareholders' Meeting on simple majority ensuring that the gender balance required under applicable legislation, including any *pro tempore* regulations, is achieved.

In the event of a tie between the lists, a tie-breaker vote to decide the between the candidates subject of the tie shall be held for anyone entitled to vote at the Shareholders' Meeting. The candidates who obtain a simple majority of the votes shall be elected.

If only one list is submitted, the entire Board of Statutory Auditors shall be elected from that list in accordance with applicable legislation and regulations. If no list is submitted, the Shareholders' Meeting will shall resolve on the candidate by statutory majority.

The Chairman of the Board of Statutory Auditors shall be the statutory auditor elected from the Minority List, unless only one list is submitted or no list is submitted; in such cases the Chairman of the Board of Statutory Auditors shall be appointed at the Shareholders' Meeting by resolution a voted on simple majority of representative votes.

## **11.2. Composition and operation (pursuant to art. 123-bis, paragraph 2, letter d) e d-bis), TUF)**

Pursuant to article 21 of the Articles of Association, the Board of Statutory Auditors shall be comprised of 3 (three) standing auditors and 2 (two) alternate auditors who satisfy the requirements of professionalism, integrity and independence as required by law and other applicable provisions.

As concerns the requirement of professionalism in particular, pursuant to article 1, paragraph 2, letters b) and c) of Ministerial Decree 162 of 30 March 2000, matters and sectors of activity which are closely related to those of the business carried out by the Company means those matters and sectors of activity connected to or inherent in the operations of the Company, as these are indicated in the corporate objects clause.

The requirements, functions, responsibilities of the Board of Statutory Auditors are governed by law.

Statutory Auditors shall remain in office for three company financial years. Their term of office shall expire on the date of the Shareholders' Meeting convened to approve the financial statements relative to their third year in office. Said auditors may be re-elected.

The Board of Statutory Auditors in office at the date of this Report and appointed at the Shareholders' Meeting on 21 June 2022, is composed of Giuseppina Manzo (Chairman), Stefano Antonini and Paolo Costantini (Standing Auditors) and Emiliano Barcaroli e Davide Barbieri (alternate auditors). Such composition shall remain in office until the approval of the financial statements as at 28 February 2025.

At the Shareholders' Meeting held on 21 June 2022, the standing auditors Stefano Antonini e Paolo Costantini, as well as the alternate auditor Emiliano Barcaroli were selected from the list of candidates presented by Fondazione Cassa di Risparmio di Terni e Narni that was voted by the 53.5% of the ordinary shares admitted to vote. The Chairman of the Board of Statutory Auditors, Giuseppina Manzo as well as the alternate auditor Davide Barbieri were selected from the list presented by institutional investors that was voted by 28.46% of the ordinary shares admitted to vote.

At the date of this Report, the Board of Statutory Auditors is therefore composed as follows:

Name and Surname	Office Held	Year of birth	Date of first appointment	In office since	In office until	List <sup>17</sup>	Independence from the code	Attendance at the meetings <sup>18</sup>	Nr. of assignments <sup>19</sup>
<b>Giuseppina Manzo</b>	Chairman	1981	18/06/2019	18/06/2019	2025 financial statements approval	F	X	100%	1 (of which 1 issuers)
<b>Stefano Antonini</b>	Standing Auditor	1960	21/06/2022	21/06/2022	2025 financial statements approval	CARIT	X	100%	5 (of which 1 issuers)
<b>Paolo Costantini</b>	Standing Auditor	1952	21/06/2022	21/06/2022	2025 financial statements approval	CARIT	X	100%	13 (of which 1 issuers)
<b>Emiliano Barcaroli</b>	Alternate Auditor	1972	21/06/2022	21/06/2022	2025 financial statements approval	CARIT	X	N/A	12 (of which 2 issuers)
<b>Davide Barbieri</b>	Alternate Auditor	1984	18/06/2019	18/06/2019	2025 financial statements approval	F	X	N/A	12 (of which 2 issuers)

<sup>17</sup> This column indicates F/CARIT depending on whether the member was elected from the list submitted by a plurality of funds (F) or from the list "CARIT".

<sup>18</sup> This column contains the attendance rate of the auditors at meetings of the Board of Statutory Auditors (ratio between the number of attendances and the number of meetings held during the actual time during which the individual in question was in office).

<sup>19</sup> This column contains the number of offices held by the individual in question as a director or statutory auditor which are deemed relevant for the purposes of article 148-bis TUF (including the Issuer), in addition to the office held in the Company and in any of its controlled companies. The complete list of offices is published by Consob on its own website pursuant to article 144-quinquiesdecies of the Issuers' Regulation. Offices (if any) held in listed companies are indicated in brackets.

For more information about the members of the Board of Statutory Auditors, please refer to the corporate website of the Issuer [https://unieurospa.com/en/\\_home/](https://unieurospa.com/en/_home/), in the section "Corporate Governance/Board of Statutory Auditors" where the *curriculum vitae* of Statutory Auditors illustrating the professional characteristics of the Auditors are available.

Pursuant to the recommendations made in the Corporate Governance Code and in accordance with applicable laws, the Board of Statutory Auditors shall monitor the financial reporting process, the efficacy of the Internal Control and Risks System, the legal auditing of the annual and consolidated accounts and the independence of the independent auditors, in particular as concerns any non-auditing services this latter may provide. To correctly perform their own activities, the Statutory Auditors may request the Internal Audit Manager to carry out checks on specific operating areas or company operations.

During Financial Year, in the performance of its activities, the Board of Statutory Auditors have coordinated with the Internal Audit Department and the Control and Risk Committee by means of participation in discussions on issues of specific interest.

The Internal Audit Manager has participated on a regular basis in the checks carried out by the members of the Board of Statutory auditors.

All Statutory Auditors must satisfy the requirements of eligibility, integrity and professionalism as provided by the applicable laws and regulations.

Furthermore, in application of the recommendations set forth under Corporate Governance Code, the above-mentioned article 21 of the Articles of Association provides that all Statutory Auditors must satisfy the requirements of independence set forth in the applicable legislation and regulations.

In application of article 144-*novies* of the Issuer Regulation and the above-mentioned application criterion, the holding the requirements indicated above by the members of the Board of Statutory Auditors shall be assessed by the Board of Statutory Auditors:

- (i) after their appointment; the outcomes of this verification shall be disclosed to the market by press release;
- (ii) every year, the relative results shall be provided in the report on corporate governance.

On 14 April 2023 was the last occasion upon which the Board of Statutory Auditors verified that all the members of said Board of Statutory Auditors continue to fulfil the requirements of integrity and professionalism required by article 148 TUF and the implementation regulation adopted with Decree No. 162/2000 issued by the Ministry of Justice. At the meeting, held on 17 April 2023, the Board of Directors also verified the continued fulfilment of the independence requirements under article 148, paragraph 3 TUF and the combined provisions of Recommendations 7 and 9 of the Corporate Governance Code, for all members of the Board of Statutory Auditors and found that none of them falls within the remit of the matters under article 148, paragraph 3 TUF and the combined provisions of Recommendations No. 7 and 9 of the Corporate Governance Code.

Also on 14 April 2023, the Board of Statutory Auditors examined the outcomes of the self-assessment process pursuant to rule Q.1.1. (Code of Conduct of the Board of Statutory Auditors of listed companies - April 2018) to ascertain the existence and continuance of members' suitability requirements as well as its correct and effective operation. Said Board of Statutory Auditors' self-assessment process, deemed to be successfully concluded, was recorded in minutes and sent to the Board of Directors.

Please note that, in application of Recommendation No. 7 of the Corporate Governance Code - which specifies determined circumstances deemed to compromise or that would appear to compromise, the independence of a director (as well as that of an auditor, pursuant to Recommendation No. 9) - the Board of Directors on 15 April 2021 following a preliminary assessment carried out by the Remuneration and Appointments Committee, laid down the assessment criteria to measure the relevant nature of commercial, financial or professional relations of independent directors with the Company, as well as any additional remuneration received by said directors in relation thereto.

More specifically, the Board of Directors deems a Director to satisfy the independency requirements based on the following factors, without prejudice to any particular circumstances to be considered based on the specific case:

- the total value of any commercial, financial or professional relationships maintained during the current year or in the three previous years with the Company and/or its subsidiaries or with its executive directors or top management or with a person who controls the company or with the related executive directors or top management, does not exceed the lesser amount between:
  - 5% of the annual turnover of the company or entity of which the Director has control, or is a key representative of, or of the professional firm or consulting company which he/she is a partner in;
  - (i) Euro 300,000 (meaning an annual fee for professional services rendered to the Company by the company or body over which the Director has control of or of which he/she is a key representative or by the professional firm or company consultancy of which he/she is a partner in or (ii) Euro 150,000 (meaning an annual fee for the professional services rendered to the Company by the Director as an individual professional).
- the additional remuneration paid directly to the Director during the current financial period or in the three previous financial periods (i) by the Company or (ii) by its parent company or any subsidiaries thereof, does not exceed the overall remuneration he/she receives due to his/her office and participation in those committees recommended by the Corporate Governance Code or envisaged by the legislation in force.

The Board also specified that the fact of being a "close family member" of a person who exceeds one of the above-mentioned thresholds is also a circumstance deemed relevant to the compromising of a director's independence, whereby "close family members" are deemed to be parents, children, spouses who are not legally separated and cohabitants, in alignment with that set forth in the Q&A to the Corporate Governance Code published in November 2020 by the Corporate Governance Committee.

With regard to the Board of Statutory Auditors, you are reminded that the Corporate Governance Code provides that all members of the control body shall satisfy the same independence requirements as those applicable to directors under Recommendation No. 7. The independence assessment shall be carried out by the management body or the control body in the manner and within the timelines mentioned above, on the basis of the information provided by each member of the control body. As concerns the specific practice of Unieuro S.p.A., we remind you that, to date - the Board of Statutory Auditors performs the assessment of its own members' independence in compliance with standard Q.1.1. (Self-assessment of the board of statutory auditors) referred to in the code of conduct governing boards of statutory auditors of listed companies (April 2018 version) and then informs the Board of Directors of its findings.

That stated, on 12 April 2022 the Board of Statutory Auditors found that all members of the Board of Statutory Auditors satisfy the independence requirements provided for by law and by the Corporate Governance Code as well as the integrity and professionalism requirements under article 148 TUF and its

implementing regulation adopted by Decree of the Ministry of Justice No. 162/2000. On 13 April 2022, the Board of Director took note of said findings.

Also on 12 April 2022, the Board of Statutory Auditors verified the outcomes of the self-assessment process pursuant to regulation Q.1.1. (Code of conduct of Boards of Statutory Auditors of listed companies - April 2018) so as to check the existence and continuity of conformance with eligibility requirements on the part of its members and the correctness and effectiveness of its own system. The self-assessment process was recorded in minutes and found to have a satisfactory outcome. Said minutes were furnished to the Board of Directors.

You are reminded that at the Shareholders' Meeting convened on 21 June 2022 to resolve on the renewal of the Board of Statutory Auditors, said Board of Statutory Auditors was desirous to provide Shareholders with its own Guidelines on the requirements for each of its members as well as on Board composition in terms of balance and complementarity between the experience and skill sets of its members.

More specifically, taking into account:

- the outcomes of the self-assessment process for the 2021-2022 financial year;
- the special commitment required to the Board to carry out supervising and monitoring activities, on grounds that Unieuro's activity is focused on the continuation of its development which may also be achieved through extraordinary operations.

The outgoing Board of Statutory Auditors trusts the reappointment of the outgoing members so as to ensure stability and continuity of action of Board activity during this phase, mindful that the Board of Statutory Auditors had:

- acquired in-depth knowledge of the Company's organisation and business;
- adequately fulfilled its role of supervising and monitoring activities throughout its term of office.

The above-mentioned Guidelines are viewable by the public on the Company's corporate website under Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022 and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com) on 13 January 2022.

Below is a summary on the members of the Board of Statutory Auditors.

### **GIUSEPPINA MANZO**

Giuseppina Manzo, Chairman of the Board of Statutory Auditors of Unieuro has a wealth of extensive professional experience. She has worked as a consultant on financial statements and corporate finance at Wepartner S.p.A. from September 2006 to date, advising medium and large companies, including listed companies, operating principally in the banking, industrial, energy and luxury sectors. Among the most important positions she has held are: role of Alternate Auditor of Inalca S.p.A., Standing Auditor of Etica Sgr S.p.A., Alternate Auditor of Financit S.p.A., Poste Assicura S.p.A., MLK Deliveries S.p.A. and Sennder Italia S.r.l., all companies of the Poste Italiane Group. She has also been Alternate Auditor of Italgas S.p.A. and Banca Ifis S.p.A., both listed on the Italian Stock Exchange. She gained an Executive Masters in Corporate Finance and Banking from the SDA Bocconi School of Management and graduated in Business Law in 2013 and graduated in Law and Business Administration *summa cum laude* from the Luigi Bocconi University of Milan in 2004. She is admitted to the Milan Order of Chartered Accountants and the Register of Official Auditors. Giuseppina Manzo has also lectured and contributed to industry publications.

### **STEFANO ANTONINI**

Stefano Antonini graduated from the Federico Cesi Commercial Technical Institute of Terni. He has a wealth of extensive professional experience and has held several prominent positions on the Board of Statutory Auditors of various companies, such as Dugara S.p.A., Bacchi S.p.A. Real Estate and Investments, Free Luce & Gas S.p.A., A.M.A. Rozzano S.p.A. and Banco di Desio e della Brianza S.p.A. as Alternate Auditor. Antonini has also carried out consultancy services for various companies and organisations, including the Italian Association for the Environment and Safety (A.I.A.S.) and SII Servizio Idrico Integrato. Throughout his career, he has held offices as liquidator, insolvency practitioner and appointed enforcement officer in various debt collection and insolvency proceedings. Stefano Antonini is a Chartered Accountant and Statutory Auditor, admitted to the Order of Chartered Accountants and Accounting Experts of Terni.

### **PAOLO COSTANTINI**

Paolo Costantini is an accountant graduated from the Federico Cesi Commercial Technical Institute in Terni. He is admitted to the Order of Chartered Accountants and Accounting Experts of Terni and the Register of Official Auditors at the Ministry of Justice. He has carried out his professional activities since 1978 in the areas of labour, corporate, tax and corporate consultancy. He is currently a partner of "Costantini Paolo Commercialista S.r.l. S.t.P." and holds various professional offices such as Sole Auditor, member or Chairman on the Boards of Statutory Auditors in various companies, including Unieuro S.p.A., Corso del Popolo S.p.A., Scattolini S.p.A. and FAIST Components S.p.A. Previously, he held various institutional offices in the Order of Chartered Accountants and Accounting Experts of Terni.

### **EMILIANO BARCAROLI**

Emiliano Barcaroli is a chartered accountant with experience in corporate and tax consultancy for large and medium-sized companies. He has held various offices, including that of Chairman of the Board of Statutory Auditors, Chairman of the Supervisory Body, Auditor and Advisor for the restructuring of bank debts in various companies including Banco di Desio e della Brianza S.p.A., Ternana Calcio S.p.A., TerniEnergia S.p.A., Free Genera Ingegneria S.p.A., T.I.T. Europe S.r.l., Unieuro S.p.A., Umbria Film Commission Foundation, Quattrobi S.r.l., Digitalog S.p.A. in liquidation, Tecnomultiservice S.r.l., Interporto Centro Italia Orte S.p.A., Garofoli S.p.A., Astolfi S.p.A.

Emiliano Barcaroli has held offices in various other companies, managing issues such as the drafting of economic-financial plans, supervision, auditing, and syndication. He has experience in various sectors, including energy, engineering, professional football, the film commission and transport.

### **DAVIDE BARBIERI**

Davide Barbieri was born in Cremona on 2 July 1984 and graduated in Business Administration and Management from the University of Parma in 2008. In 2012 he was admitted to the Order of Chartered Accountants of Parma and to the Register of Auditors. Mr Barbieri is also a Partner of the "Professional Association of Certified Accountants Cerati Giuseppe Laurini Luca Ampollini Carla". Mr Barbieri acts as chairman of the board of statutory auditors of Danieli & C. as well as standing auditor and alternate auditor of various companies operative in diverse sectors. He also carries out functions of administrator, receiver and liquidator. He is currently a partner of the Cerati Laurini & Ampollini firm.

During the Financial Year, the Board of Statutory Auditors sat 12 times, with each meeting having an average duration of 2 hours and with a percentage attendance as per that indicated in the above Table. For the 2023-2024 financial period at least 14 meetings have currently been scheduled (4 of which have already been held as at the date of this Report).



### **11.3. Diversity criteria and policies**

With regard to the diversity policy, as already reported above in relation to the Board of Directors, on 17 April 2023, said Board of Directors assessed whether it would be opportune to adopt a specific diversity policy; they decided that such a specific policy was not necessary on grounds that the set of legislative and regulatory provisions, including the provisions of the Corporate Governance Code concerning the composition of the administrative, management and control bodies of the Company allows for an adequate composition regarding aspects such as gender, age, experiences, professional and personal characteristics.

The Chief Executive Officer has ensured that following their appointment and during their term of office, the statutory auditors shall be able to participate in the most appropriate way in those initiatives aimed at furnishing them with adequate knowledge of the sector of activity in which the Issuer operates, the Company dynamics and their evolution, the correct risk management principles as well as the reference regulatory and self-regulatory framework.

#### ***Remuneration***

The compensation of the standing members of the Board of Statutory Auditors is determined at an ordinary Shareholders' Meeting at the time of their appointment. The information on the remuneration of the Statutory Auditors is set forth in the Report concerning the policy of remuneration and recompense paid which has been drawn up by the Company pursuant to article 123-ter TUF and is available on the Company's website.

For further information on remuneration of the Board of Statutory Auditors, we refer you to the Report on remuneration policy and recompense paid which the Company has made available on the corporate website.

#### **Interest management**

The Statutory Auditors shall carry out their duties autonomously and independently in relation to the Shareholders. For this purpose, any Auditor who has an interest in a specific Company transaction whether on his/her own behalf or on behalf of any third party, shall promptly and comprehensively inform the other Auditors and the Chairman of the Board of Directors as to the nature, terms, origins and scope of his/her such interest.

## 12.SHAREHOLDER RELATIONS

### **Access to information**

Shareholders have access to the most significant corporate documentation which is provided speedily and on an ongoing basis on the website [https://unieurospa.com/en/\\_home/](https://unieurospa.com/en/_home/). All price sensitive press releases disclosed to the market can be found on this website as can the periodic accounting documentation of the Issuer as shall be made available in a timely manner following approval by the appropriate corporate bodies (annual financial statements, half year financial statements, interim reports on operations) as well as all documentation as is required to be published by law.

Specifically, the main documents relating to Corporate Governance as well as the Organisational Model pursuant to Legislative Decree No. 231/2001 can be consulted on the above website.

Pursuant to article 2.2.3, paragraph 3, letter k) of the Stock Market Regulation, at close of the reference period, Gianna La Rana, Head of Investor Relations, is the person appointed to handle relations with all shareholders and institutional investors and also perform any specific duties relating to the management of price sensitive information and the relations with Consob and Borsa Italiana.

### **Dialogue with shareholders**

On 23 February 2022, in compliance with the provisions of Article 1 Recommendation No. 3 Corporate Governance Code, the Unieuro Board of Directors, upon the proposal of the Chairman, in agreement with the Chief Executive Officer and having received the favourable opinion of the Sustainability Committee, approved a Policy for the management of dialogue with Interested Parties<sup>20</sup>.

Said Policy, which may be viewed on the Company's corporate website in the Corporate Governance - Corporate Documents and Procedures section, governs dialogue between the Company and the representatives of the Interested Parties and sets forth the rules of such dialogue, identifying the interlocutors, the topics to be discussed, the timing and the channels of interaction.

Further to the adoption of said Policy, there have been no significant developments or specific requests for dialogue by shareholders directly with the Board or on matters that, in general, fall within the remit of the Board of Directors competencies save for the exchanges as are a usual part of the submission of list by the Board of Directors, with a view to the renewal of said Board.

<sup>20</sup> Means the Company's current and potential shareholders, 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 the above persons adheres.

### 13. SHAREHOLDERS' MEETINGS (pursuant to art. 123-bis, paragraph 2, letter c), TUF)

Pursuant to the provisions of the applicable laws, the ordinary Shareholders' Meeting is competent to approve the financial statements, appoint and revoke directors, Statutory Auditors, the Chairman of the Board of Statutory Auditors and establish the remuneration of the directors and the Statutory Auditors and resolve on any other issues that fall under its competence pursuant to the law. The extraordinary Shareholders' Meeting resolve on amendments to the Articles of Association as well as any other issues which fall under its exclusive competence pursuant to the law.

Also, mindful of the desired outcomes intended by special legislation regarding listed companies, by shareholders' meeting resolution of 6 February 2017, the Company obtained a shareholders' meeting regulation aimed at governing the order and operation of the meetings and ensure that each shareholder is able to give personal input on issues on the agenda.

The contents of the regulation are in line with the latest models which have been specifically created by certain business associations for listed companies, as provided by the aforementioned resolution.

In accordance with article 9 of the Articles of Association, the Shareholders' Meeting may be ordinary or extraordinary as defined by law and it shall be convened, pursuant to and in the manner provided by the law, at the headquarters of the Company or elsewhere, provided the location is within Italy. The convocation notice, which shall contain the information required pursuant to the applicable law and regulations shall be published on the Company's website and advertised in the any other manner provided for by the applicable law and regulations.

The ordinary Shareholders' Meeting must be convened at least once per year for approval of the annual financial statements within 120 (one hundred and twenty) days from the end of the financial year or within 180 (one hundred eighty) days in those cases permitted by law.

During the Financial Year, two Shareholders' Meetings were held, the first on 21 June 2022, at which shareholders holding 48.085% of share capital in attendance.

Participation by those entitled to vote at said Shareholders' Meeting was carried out by the representative designated pursuant to article 135-*undecies* TUF, which is Spafid S.p.A. This manner of participation was used on grounds that the Board of Directors, in consideration of the emergency situation, deemed it apposite to avail of the option under article 106 paragraph 4 of Legislative Decree No 18 of 17 March 2020, converted with amendments by Law of 24 April 2020 No. 27, the effectiveness of which was last extended by Decree Law 31 December 2020 No. 183 converted with amendments by Law 26 February 2021 No. 21 ("Cure Italy Decree").

Members of the Board of Directors and statutory auditors in office participated in the above-mentioned two Shareholders' Meeting during which the Chairman of the Board of Directors and the Chief Executive Officer reported on behalf of the Board of Directors on the activities carried out and those that are scheduled, duly furnishing the shareholders with sufficient information so they have knowledge of the facts as required for them to resolve on the decisions under the competence of the Shareholders' Meeting. Prior to the meeting, within the deadlines and in the form prescribed by law and the Articles of Association, Shareholders were provided with all documentation prepared in support of the individual items on the agenda.

#### 13.1. Right to participate and vote at the Shareholders' Meeting

Each share carries one vote.

Persons who are entitled to vote are allowed to intervene at the Shareholders' Meeting.

The right to attend the Shareholders' Meeting and exercise voting rights is attested by means of a communication to the Company by the intermediary on behalf of the individual evidenced as holding voting rights at the end of the accounting day on the seventh day on which the market is open, prior to the date set for the first convocation of the Shareholders' Meeting. Such communication from the intermediary must be received by the Company by the end of the third day that the market is open prior to the date set for the first convocation of the Shareholders' Meeting or any other deadline set by the applicable laws and regulations. The rights of attendance and vote shall still apply even if the communications have been received by the Company later than the deadlines indicated above, provided such communications are received before commencement of the Shareholders' Meeting upon single convocation.

Individuals entitled to attend the Shareholders' Meeting may be represented by a proxy authorised in accordance with the law. Shareholders are entitled to notify the Company regarding any proxy participation at the Shareholders' Meeting by sending notice thereof by e-mail to the address indicated in the notice of convocation of the Shareholders' Meeting or by any other manner as may be indicated. Postal voting is permitted in conformity with the applicable laws and regulations and with the methods indicated in the convocation notice.

### **13.2. Conducting of Shareholders' Meetings**

The Shareholders' Meeting is deemed quorate and can pass resolutions with the majorities provided for by law.

A Shareholder may vote by post in accordance with the procedures set by law.

The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors and, in his or her absence, the person designated by the attendees.

The Chairman of the Shareholders Meeting, including by means of any specifically delegated person/s, shall verify that the Shareholders' Meeting is quorate, ascertain the identity and legitimation of the attending shareholders and regulate the proceedings - for such purpose establishing the procedures for discussion and voting (no secret ballots) - and ascertain the results of the vote.

The Chairman will be assisted by a secretary, who does not have to be a shareholder, appointed at the Shareholders' Meeting. In the cases allowed by the law, or when the Shareholders' Meeting so considers appropriate, the functions of the secretary will be exercised by a notary public.

The resolutions passed at the Shareholders' Meeting shall be detailed in the meeting minutes and signed as provided for by law.

In addition to the provisions of the law and the Articles of Association, the Shareholders' Meeting shall also be governed by the Shareholders' Meeting Regulation which was approved on 7 February 2017, effective from the Trading Start Date of the company shares on the MTA - Star segment. The Shareholders' Meeting Regulation is available on the Company's website [https://unieurospa.com/en/\\_home/](https://unieurospa.com/en/_home/) under section "Corporate Governance"<sup>21</sup>.

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<sup>21</sup> On this point, please note that on 9 May 2023, the Board of Directors deemed it would be appropriate to submit new Shareholders' Meeting Regulations at the Shareholders' Meeting called to approve the financial statements as at 28 February 2023. The rationale is to align the regulation provisions with the actual manner in which Shareholders' Meetings are carried out, taking into account prior experience, mindful that further amendments thereto may be required to render the text more systematic.

As far as changes in the composition of the shareholder structure is concerned, you are referred to that stated in chapter 2 of this Report.

The Board of Directors has not deemed it necessary to determine any corporate governance system more suited to the needs of the business. For such reason it has not submitted any proposals for consideration at the Shareholders' Meeting regarding:

- choice and characteristics of the corporate model;
- size, composition and appointment of the Board and term of office of its members;
- articulation of the administrative and property rights of shares;
- percentages established for the exercise of those prerogatives to protect minorities (as provided for under the Corporate Governance Code by Recommendation No. 2).

#### **14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES (pursuant to art. 123-bis, paragraph 2, letter a), TUF)**

The Issuer has not adopted corporate governance practices that are additional to those required by the applicable laws and regulations.

Specifically, please refer to the previous Paragraph 10.4 of the Report with regard to the model adopted by the company pursuant to Legislative Decree No. 231/2001.

#### **15. CHANGES TO THE CLOSURE OF THE FINANCIAL YEAR OF REFERENCE**

As of closure of the Financial Year up to the date of this Report, there have been no changes in the corporate governance structure compared to those indicated in the specific sections of this Report.

#### **16. CONSIDERATIONS ON THE LETTER OF 25 JANUARY 2023 FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE**

The recommendations formulated in the annual report of the Italian Corporate Governance Committee on application of the Corporate Governance Code by issuers ("2022 Report") as well as in the communication of 25 January 2023 from the Chairman of the Committee, first of all, submitted to the attention of the Chairman of the Board of Directors, the Chief Executive Officer and the Chairman of the Board of Statutory Auditors (the parties to whom this letter was addressed). Such recommendations were evaluated by the above-mentioned recipients and then were brought to the attention of the Board of Directors and the Board of Statutory Auditors during the meeting held on 23 February 2023, following examination of said recommendations by the Remuneration Appointments Committee in the meeting held beforehand on 15 February 2023.

The Chairman of the Committee advises that the previous year's Report recommended that issuers assess, and, where appropriate improve, the concrete and substantial application of certain best practices contained in the Corporate Governance Code and in particular:

- Sustainability issues

In the 2021 Annual Report, the Committee made particular focus on the strategic objective 'sustainable success' and its impact on the supervisory and remuneration systems and on engaging in dialogue with the majority of shareholders and stakeholders, the concrete implementation of which necessitates a gradual adhesion process. In this regard, the Committee suggested that a content summary of the dialogue policy with all shareholders be provided, mindful that it may be opportune to publish said policy in its entirety or at least essential elements thereof, on the company's website.

Outcomes of an analysis of the 2022 Reports illustrate that almost all the listed companies adhering to the Code (88%) have announced they adhere to the recommendation on the pursuit of sustainable success. Thus, adherence to the overriding principle of the Code appears to have doubled as compared to the announcements noted in the previous year (the percentage was 43% in 2021). Moreover, the issue of sustainable success is not only of relevance for large companies; indeed it also concerns a high percentage of smaller companies, which highlights a general sensitivity to sustainability issues.

Furthermore, the 2022 Report illustrates that around 60% of companies adhering to the Code refer to sustainable success in their strategic plans, whereas 42% have announced their adoption of a sustainability policy or plan. This is a significant increase compared to 2021.

### UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION

In this regard, Unieuro has integrated sustainability objectives into its remuneration policies for both the short and medium-long term, fully complying with the Corporate Governance Committee's request. Moreover, target sustainability indicators (ESG) have been determined which are linked to part of the variable remuneration for company management and the other employees so identified.

On the topic of dialogue with shareholders and other stakeholders, on 23 February 2022, the Board of Directors approved the policy for the management of dialogue with shareholders and other interested parties, which is available on the Company's corporate website<sup>22</sup>. Unieuro has always been willing to engage in open and constructive dialogue with its shareholders and investors by way of its Investor Relations Department. As regards other interested stakeholders, we draw your attention to the fact that, such parties were involved by the Sustainability and M&A Directors of Unieuro for updates to the materiality analysis during the 2021-2022 and 2022-2023 business years. More specifically, we underline the Company's attention to the degree of customer satisfaction which has been measured on an ongoing basis for some time by the Net Promoter Score (NPS) and by other customer care indices. More recently, the "UniVersus" strategic project has been launched to ensure due account is taken of internal climate issues measured by a metric which is similar to that adopted for measuring customer satisfaction. Unieuro has factored the E value into its NPS, thus creating an Employee Net Promoter Score. Both of such parameters are included in the variable incentive systems. Finally, a specific account taking and engagement initiative was put in place in the 2022/2023 business year with a cluster made up of Unieuro's main product suppliers for the purpose of: (i) establishing direct contact with sustainability managers and/or representatives in the context of Italian businesses in large international groups; (ii) discussing their respective sustainability strategies and actions; (iii) involving such suppliers in the Unieuro materiality analysis and noting any areas of cooperation and common interest in the sustainability remit.

The move towards "sustainable success" and ever-increasing relevance of sustainability for Unieuro is demonstrated by the inclusion of four ESG Pillars (Community, Culture, Sustainable Innovation and Talent) in the Strategic Plan for the purpose of making responsible innovation the cornerstone of future business development. Moreover, as further proof of the Group's commitment to sustainable development and the growing strategic importance of ESG issues in business activities, in 2022 Unieuro approved a four-year (2022-2026) Sustainability Plan which lays down the roadmap for the coming years in terms of projects, objectives and targets. Said Plan includes over thirty projects and has been conceived to: (i) react to growing sustainability expectations on the part of main stakeholders; (ii) integrate sustainability into business decisions and develop a sustainability aware culture within the organisation;

<sup>22</sup> [https://unieurospa.com/en/\\_corporate-governance-2/corporate-documents-and-procedures/](https://unieurospa.com/en/_corporate-governance-2/corporate-documents-and-procedures/)

(iii) strengthen the governance and supervision of ESG risks, by clear accountability and a holistic approach that allows the Company to effectively oversee sustainability commitments and react to current and future challenges in a rapidly changing external context; (iv) adapt promptly to the evolving regulatory context in the sustainability remit; (v) identify any business opportunities.

- Proportionality issues

The 2021 Report recommended that companies: evaluate their classification within the categories under the Code and the simplification options available to "small" and/or "concentrated" companies; adequately indicate the choices selected.

#### UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION

During 2021, the Company assessed regulatory changes for non-large and non-controlled companies introduced by the Corporate Governance Code and highlighted such assessment in the Corporate Governance Report disclosed at the Shareholders' Meeting held on 21 June 2022.

- Concrete and full application of independence criteria

The Committee invited the administrative bodies to indicate in the corporate governance report the criteria used to ascertain the relevance of professional, commercial or financial relationships and any additional remuneration, including for the Chairman of the board of directors, should said officer have been classed as independent pursuant to the Code.

#### UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION

Unieuro has never disapplied the independence criteria of the Corporate Governance Code.

On 15 April 2021, Unieuro adopted qualitative and quantitative criteria for analysing the relationship between directors and the company when assessing independence. These criteria have been fully described in the Corporate Governance Report.

The Board of Directors also deliberated on the independence of the Chairman of the Board of Directors in light of the new independence criteria laid down in the Corporate Governance Code and determined it would highlight such issue in the corporate governance report.

Compliance with the independence criteria was confirmed by the Board of Directors on 24 June 2022, following the appointment of the new Board of Directors at the Shareholders' Meeting on 21 June 2022.

- Pre-meeting access to information issues

The Committee invited the board members to: (i) manage the drawing up of the board and committee regulations, paying particular attention to explicitly determining the time limits considered appropriate for the submission of documents and excluding generic confidentiality requirements as possible exemptions to compliance with such time limits; (ii), provide an adequate description in the corporate governance report of effective compliance with the pre-defined time limits and, in those exceptional cases in which compliance with said time limits has not been possible, then to explain the reasons therefor and how adequate insights thereon have been provided in the Board meeting.

#### UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION



On 20 December 2021, the Board approved the Regulations of the Board of Directors and the Procedure for the Management of Information Flows to Unieuro Directors, on which a periodic induction session shall be conducted for the internal Functions involved in the transmission of documents to the corporate bodies.

The Company has prepared the regulations for the intra-board committees in accordance with the Corporate Governance Code and has published such regulations on its corporate website.

In the Corporate Governance Report, the Company has noted due compliance with notice periods for the transmission of intra-board documents.

- Appointment and succession of directors issues

The Committee invited those companies not having concentrated ownership to adequately examine the recommendations concerning renewal of the Board of Directors. In this regard, we remind you that, for such companies, the Code not only recommends that the outgoing board of directors provide their guidelines on optimal composition in view of Board renewal - taking into account the self-assessment outcomes, it also removes this responsibility, including in the phase following the submission of lists by the outgoing board and/or shareholders.

More specifically, the Boards of companies not having concentrated ownership are invited to request that any party which has submitted a list envisaging a number of candidates that is greater than half the members up for election, provide adequate information (in the documentation submitted for the filing of the list) as regards correspondence of said list with the outgoing Board's guidelines as well as to indicate its choice of candidate for the office of Chairman.

**UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION**

At its sitting of 13 January 2022, the Board of Directors approved the Guidelines on the optimal qualitative and quantitative composition of the Board of Directors which includes guidelines on the submission of lists in view of Board renewal. The outgoing Board of Directors put forward its own list of candidates for the office of Director on 11 May 2022, ensuring compliance with said guidelines on such occasion.

- Gender equality issues

The 2021 Report invited companies to provide adequate information in the corporate governance report on the effective identification and application of measures to ensure equal treatment and opportunities between genders across the entire corporate organisation and monitor concrete implementation thereof.

**UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION**

Unieuro is investing in a gradual enhancement process for its diversity policies, starting from the guidelines on the optimal qualitative and quantitative composition of the Board of Directors published on occasion of Board renewal. With regard to gender equality issues, the Company, and more particularly, the Human Resource Department, intends to promote initiatives in line with the Strategic Plan which support protection of the under-represented gender. We advise that a Gender Protection Policy is in the process of being developed which shall be submitted to the Board of Directors over the next few months.

- Remuneration policies

The Committee recommended that boards of directors - and the relevant committees responsible for remuneration - (i) facilitate an improvement to policies by providing clear and measurable rules as concerns payment of the variable component and any end of office compensation; (ii) adequately consider the consistency of the parameters provided for variable remuneration with the business activity strategic objectives and pursuit of sustainable success, evaluating, to the extent necessary, the provision of non-financial parameters; (iii) with particular reference to remuneration parameters linked to achievement of environmental and social objectives, ensure that such parameters are predetermined and measurable.

The 2022 Report identifies significant progress made in relation to performance policies that issuers are increasingly linking to the achievement of long-term objectives for capped remuneration. There has also been improvement as regards the provision of clear rules for the granting of end of office compensation and the limited possibility for payment of one-off bonuses.

#### **UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION**

In its remuneration policy and the report on remuneration and recompense paid, the process for the assignment of end of office compensation has been explained.

Moreover, Unieuro has provided clear indications therein on the remuneration components linked to short and medium-long term objectives as is consistent with the strategic objectives provided under the Plan.

Since it relates to a plurality of projects connected with the Sustainability Plan, a composite ESG indicator has been included as a performance objective in the second and third cycles of the 2020-2025 LTIP as well as in the first cycle of the 2023-2028 LTIP, as approved at the Shareholders' meeting held on 21 June 2022.

### Main areas of improvement identified in 2022 for 2023

The Committee deemed it useful this year to prepare recommendations for 2023 so as to facilitate refinement of the implementation methods of the new Code thus ensuring due application of the principles contained therein, as shown in the table below:

AREA	RECOMMENDATION	ACTIVITIES of UNIEURO
<p><b><u>Issue: Dialogue with shareholders</u></b> The Committee invites companies to:</p>	<p><i>adopt a policy for dialogue with shareholders which also envisages the possibility of dialogue being initiated on investor initiative, determining graduated methods and procedures, based on the principle of proportionality, according to the company's characteristics in terms of size and ownership structure.</i></p> <p><i>In this regard, companies are invited to consider providing information in their corporate governance reports on the most relevant issues that came out of dialogue with shareholders and on any initiatives taken to take into account the issues which emerged.</i></p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• <i>On 23 February 2022, the Board of Directors of Unieuro approved the "Policy for the Management of Dialogue with Shareholders and Other Interested Parties," which provides for dialogue initiated by investors and lays down the manner and procedures for dialogue management.</i></li> <li>• <i>At the meeting held on 15 December 2022, the Investor Relations Director presented the half yearly report on activities, in conformance with the terms of said Policy, which provides for at least half yearly reporting on dialogue that has taken place and the application thereof.</i></li> <li>• <i>Information shall be provided in the Corporate Governance Report, on the most relevant issues that came out of dialogue.</i></li> </ul>

<p><b><u>Issue: Dialogue with other relevant stakeholders</u></b> The Committee invites companies to:</p>	<p><i>provide adequate information in its Corporate Governance Report on those criteria and methods by means of which the governing body has facilitated dialogue with other relevant stakeholders.</i></p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b> <i>Without prejudice to that stated in the previous point regarding dialogue with shareholders and investors, Unieuro is constantly engaged in fostering, encouraging and managing dialogue with other relevant stakeholders. More specifically, please note that:</i></p> <ul style="list-style-type: none"> <li>• <i>In order to elaborate the materiality analysis, over the past two business years, certain of the company's key internal and external stakeholders (suppliers, customers, employees, financial community and trade association representatives) have been engaged in the process by their completion of questionnaires and through one-to-one meetings)</i></li> <li>• <i>Engagement with customers, facilitated not only by daily exchanges at sales outlets (client service) but also by means of customer care service, has for some time enabled Unieuro to measure the Net Promoter Score parameter on customer satisfaction. NPS forms part of the short-term variable remuneration objectives</i></li> <li>• <i>Attention to and enhancement of human assets have always been the focus of the Company's attention and governed by continuous contact with the Human Resources Department. Such aspects have been further strengthened by the launch and development of the UniVersus project to ensure internal climate is heard and measured on the basis of a metric similar to that adopted in customer satisfaction surveys. As of business year 2021/22 Unieuro began to calculate, on an annual basis, an Employee Net Promoter Score (eNPS). This parameter has been included in the medium- to long-term variable incentive systems. Also worthy of mention are the engagement and listening initiatives promoted by Internal Communication, established in the 2022/23 business year.</i></li> <li>• <i>Supplier relations are also managed by the competent Departments on a daily basis A particular engagement initiative was carried out by the Sustainability and M&amp;A Director of Unieuro in the 2022/23 business year. Said director organised a series of one-to-one meetings with certain of Unieuro's main product suppliers in order to: Firstly, make a direct</i></li> </ul>
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		<p><i>comparison on the respective strategies and actions in the remit of sustainability and to recognise potential areas of cooperation in said remit. Secondly, to involve suppliers in the Unieuro materiality analysis.</i></p>
<p><b><u>Issue: Vesting of management powers to the Chairman</u></b>  <i>The Committee invites those companies in which the chairman has been vested with significant management powers to:</i></p>	<p><i>provide adequate reasons for this choice in the Corporate Governance Report, including where the chairman does not hold the title of CEO.</i></p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• <i>As envisaged in the Company's Articles of Association and in the Regulations of the Board of Directors, the Chairman may not perform executive functions on the Board. Therefore, he/she is not vested with powers for the management or elaboration of corporate strategies.</i></li> </ul>

<p><b><u>Issue: Pre meeting access to information</u></b> The Committee invites the management body to:</p>	<p><i>establish procedures for the management of pre-meeting information that do not envisage any general exemptions that would allow a party to derogate from prescribed periods on confidentiality grounds, as well as provide a detailed description in the corporate governance report on any failure to comply with prescribed notice periods for the furnishing of information, giving the reasons for such failure and illustrating how adequate insights thereon have been ensured at the Board meeting.</i></p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• <i>On 20 December 2021, the Unieuro Board of Directors approved the "Procedure for the management of information flows to the directors of Unieuro S.p.A."</i></li> <li>• <i>Said Procedure for managing the information flows to the Board of Directors and the intra-board Committees provides that fixed deadlines must be adhered to as regards the preparation and making available of preparatory documentation required to support discussion of each item on the meeting agenda</i></li> <li>• <i>The Procedure is subject to periodic induction sessions with the most closely related functions</i></li> <li>• <i>The Company Secretary is engaged on a continuous basis to ensure deadlines envisaged in the Procedure are met. For such purpose, he /she is required to draw up an accurate annual calendar illustrating the corporate bodies' activities which is shared with the corporate Functions so as to allow sufficient planning as regards document and information management</i></li> <li>• <i>The Company Secretary is committed to ensuring that any failure to comply with the provisions set forth in the Procedure are minimal and sporadic</i></li> </ul>
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<p><b><u>Issue:</u></b> <b><u>Participation of managers in board meetings</u></b></p> <p>The Committee Invites the companies to:</p>	<p>Determine in the regulations adopted for the functioning of the board of directors and its committees, the manner in which said bodies may gain access to the competent corporate functions having regard to the particular matter to be dealt with, under the coordination of the chairman of the board of directors or of the committee, as the case may be, having agreed with or informed, the CEO.</p> <p>The Committee further invites companies to provide information in the corporate governance report on effective participation of managers in board and committee meetings, describing those functions who have been involved and the frequency of involvement.</p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <p>The Chief Executive Officer, General Manager and all management are always available to corporate bodies for any request for further information or information the Directors and Statutory Auditors may request from time to time.</p> <p>In this regard:</p> <ul style="list-style-type: none"> <li>• In line with the provisions of the Code, the Regulations of the Board of Directors provides under article 7.4, that the Chairman - in agreement with the Chief Executive Officer and also on request of one or more Directors - may invite executives of the Company or of Unieuro Group, as well as other individuals or external consultants whose presence is deemed useful in relation to the items on the agenda, to attend individual meetings.</li> <li>• Likewise, the Regulations of the intra-board committees all provide that the Chairman of the Committee may from time to time invite, inter alia, managers of the Company's corporate functions and/or of its subsidiaries, or other persons whose presence may be of assistance to facilitate the best performance of the Committee's own functions</li> <li>• The company shall acknowledge manager participation in the Corporate Governance Report</li> </ul>
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Report on Corporate Governance and Proprietary Shareholdings

<p><b><u>Issue: Guidelines on the optimal composition.</u></b></p> <p>The Committee:</p>	<p><i>Underlines the importance that the outgoing administrative body, at least of companies other than those having concentrated ownership, furnish guidelines in view of Board renewal, to provide for the composition deemed optimal for the Board and invites companies to publish their guidelines well in advance, to allow those submitting lists of candidates to be able to take them into account for the purpose of compiling their lists.</i></p>	<ul style="list-style-type: none"> <li>• <i>On 13 January 2022, thus in ample time prior to publication of the notice of call to the meeting at which the board was to be replaced, (i.e the shareholders' meeting called in June 2022), the Board of Directors of Unieuro S.p.A., approved and published the document entitled "Guidelines from the Board of Directors to the Shareholders on the size and composition of the new Board of Directors" as guidelines to be followed in the submission of lists. The Board of Directors then submitted its own list of candidates for the office of Director on 11 May 2022, in compliance with said guidelines.</i></li> <li>• <i>As envisaged by Recommendation No. 23 of the Corporate Governance Code, the Board of Directors also invited those shareholders who intended to submit a list containing a number of candidates greater than half the members up for election, to provide adequate information in the documentation submitted with filing of the list, on the compliance of the list with said guidelines.</i></li> </ul>
<p><b><u>Issue: Criteria for assessment of the significance of relationships that may influence independence of a director</u></b></p> <p>The Committee:</p>	<p><i>Underlines the importance of determining up front, as well as disclosing in the corporate governance report, those quantitative parameters and qualitative criteria used in assessments to evaluate the significance of any commercial, financial or professional relationships as well as any additional remuneration, as may influence independence of a director. The Committee invites companies to consider the appropriateness laying down quantitative parameters, also determined in monetary terms or as a percentage of remuneration imputed to the office and for participation on committees as recommended by the Code.</i></p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• <i>On 15 April 2021, the Board of Directors of Unieuro, determined the criteria for assessing the significance of commercial, financial or professional relationships of independent directors of the Company, as well with regard to any additional remuneration</i></li> <li>• <i>On 14 April 2020, the Unieuro Board of Directors provided its guidelines on the maximum number of management and supervisory roles deemed compatible with effective performance of the office of executive director or member of one or more intra-board Committees of the Company</i></li> <li>• <i>Said criteria were confirmed by the Board of Directors on 24 June 2022, following the appointment of said Board at the Shareholders' Meeting held on 21 June 2022.</i></li> </ul> <p><i>Moreover, in the calendar of meetings of the corporate bodies, it is envisaged that the Remuneration and Appointments Committee shall carry out its annual preliminary assessment on the adequacy of the criteria mentioned above and shall</i></p>

		<p>propose any amendments thereto it deems appropriate, for submission to the Board of Directors.</p>
<p><b><u>Issue of transparency on the weighting given to the variable component of remuneration policies</u></b></p> <p>The Committee invites companies to:</p>	<p>include in the remuneration policy for the offices of CEO and other executive directors, an executive summary in table form, which explains: the composition of the remuneration package; the characteristics and weighting of the fixed, short-term and long-term variable components on overall remuneration, and at minimum a reference to the achievement of the target objective linked to the variable components</p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• Unieuro provides in its Remuneration Policy: (i) an Executive Summary in table form which summarises the main elements of the remuneration of Executive Directors and Managers with Strategic Responsibilities and (ii), a specific section on pay mix, clearly illustrating the percentage weighting of the various short and medium/long-term variable components with respect to overall remuneration paid. More specifically, with regard to the impact of the variable component on fixed remuneration, the Company is minded towards the incentivisation of Managers with strategic responsibilities to achieve increasingly challenging results and, to this end, has attributed greater weighting to the variable component, both short and medium-long term, which is linked to the achievement of targets that increase Company value.</li> <li>• Performance objectives are all measurable and verifiable, in accordance with a detailed measurement illustrated in the Remuneration Policy. The values obtained during the year from ESG parameters are reported in the non-financial disclosure report.</li> </ul>
<p><b><u>Issue: Long-term horizon of remuneration policies.</u></b></p> <p>The Committee invites companies to:</p>	<p>provide for a variable component with a multi-year horizon in the remuneration policies, in line with the company's strategic objectives and for the pursuit of sustainable success.</p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• Unieuro adopts medium/long-term remuneration share plans - in line with the recommendations contained in the Corporate Governance Code of Borsa Italiana S.p.A. - for remuneration of executive directors and managers with strategic responsibilities as well as that of other company executives and managers identified as beneficiaries of the plan.</li> <li>• To ensure that target values for the performance objectives of the share plans are in line with the values envisaged by the Multi-year Strategic Plan of the Company.</li> <li>• To that effect, the Board of Directors has agreed to submit an amendment to the 2023-2028 performance shares plan at the Shareholders' Meeting called for 22 June 2023.</li> </ul>

<p><b><u>Issue: ESG parameters for directors' remuneration</u></b></p> <p>The Committee:</p>	<p><i>invites those companies who provide for the CEO and other executive directors, incentive mechanisms linked to sustainability objectives, to clearly indicate the specific performance objectives to be achieved</i></p>	<p><b><u>UNIEURO FULLY COMPLIES WITH THE RECOMMENDATION</u></b></p> <ul style="list-style-type: none"> <li>• <i>With a view to gradually integrating sustainability into the business model, Unieuro has long since adopted an ESG indicator as a performance objective for the variable part of the remuneration. More specifically, the ESG objective envisaged for the medium/long-term variable incentive plans is composite and constructed by examining relevant aspects of the Company's sustainability strategy, for measurement of both short and medium/long- term remuneration objectives.</i></li> <li>• <i>In particular, the KPI Targets identified for calculating the ESG indicator are:</i> <ul style="list-style-type: none"> <li>- <i>Community KPI (audience #cuoriconnessi)</i></li> <li>- <i>KPI Talents (eNPS - employee NPS)</i></li> <li>- <i>KPI Sustainable innovation (energy purchases)</i></li> </ul> </li> </ul>
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TABLE 1

**STRUCTURE OF THE SHARE CAPITAL**

	No. ordinary shares	% compared to SC	Share of listed capital: % on ordinary capital	Rights and obligations
Ordinary shares	20,698,621 <sup>23</sup>	100%	100%	ordinary

**MATERIAL HOLDINGS IN SHARE CAPITAL**

Reference date: 2022 dividend payment

Person placed at the top of the shareholding chain	Direct shareholder	No. ordinary shares	% of ordinary share capital	% of voting share capital
Xavier Niel	<ul style="list-style-type: none"> <li>Iliad Holding S.p.A.</li> <li>Iliad SA</li> </ul>	2,520,374	12.18%	12.18%
Amundi Asset Management	Amundi SGR S.p.A.	1,707,619	8.25%	8.25%
<u>Giuseppe Silvestrini</u>	<ul style="list-style-type: none"> <li><u>Victor S.r.l.</u></li> <li><u>Monte Paschi Fiduciaria S.p.A.</u></li> <li><u>Giuseppe Silvestrini</u></li> </ul>	<u>1.290.620</u>	<u>6,235%</u>	<u>6,235%</u>

Giancarlo Nicosanti Monterastelli  
CEO of Unieuro S.p.A.

<sup>23</sup> Shares resulting from the latest certification of the share capital filed with the Chamber of Commerce.