

Section I - Preliminary provisions

ARTICLE 1

Approval of the Rules of Procedure

1. These rules of procedure (the “**Rules of Procedure**”) govern proceedings at ordinary and extraordinary shareholders’ meetings of **UNIEURO S.p.A.**, with its registered office at Via V.G. Schiaparelli 31, Forlì (the “**Company**”).
2. For any matter not specifically governed herein, the provisions of the Company’s articles of association concerning shareholders’ meetings will apply. In the event of any conflict between the articles of association and these Rules of Procedure, the articles of association will prevail.
3. The Rules of Procedure were approved by the ordinary shareholders’ meeting and are available to shareholders and persons permitted to attend and vote at meetings from the Company’s registered office, the Company’s website and other venues where shareholders’ meetings take place.

Section II – Shareholders’ meetings

ARTICLE 2

Authorised participants

1. Shareholders’ meetings may be attended by anyone entitled to participate in the meeting in accordance with the law and the articles of association (the “**Authorised Participants**”).
2. Proxy representation is permitted in accordance with the law and the articles of association.
3. In any event, any person attending the shareholders’ meeting in person or by proxy shall identify themselves by presenting a suitable identity document and evidence of the powers vested in any representative of a legal entity.

ARTICLE 3

Persons admitted to shareholders’ meetings

1. The Company’s employees and other persons (the “**Guests**”) may also attend the meeting as observers without the right to vote or take the floor, provided that they were previously invited by the chairman of the Board of Directors or by the chairman of the shareholders’ meeting.
2. Members of the Board of Directors and the Board of Statutory Auditors of the Company may take part.
3. Clerks and scrutineers who are not shareholders may also attend the meeting to perform the tasks envisaged herein.
4. As a rule, the chairman of the Board of Directors or the chairman of the shareholders’ meeting will permit experts and financial analysts, the statutory auditor or representatives of the independent auditors, and journalists working for daily newspapers and periodicals and television networks, to attend the meeting as Guests, in accordance with the law or regulations and/or recommendations of CONSOB on the matter. The Company shall receive attendance requests and credentials no later than 18:00 on the [second] business day before the date of the shareholders’ meeting on first call.

5. Prior to the meeting and at the request of one or more Authorised Participants, the chairman of the shareholders' meeting (as defined in Article 8, the "**Chairman**") reads out the list of Guests and their titles.

ARTICLE 4

Verification of right to attend

1. Verification of the right to attend the shareholders' meeting opens at the meeting venue at least one hour before the scheduled start of the meeting, unless otherwise stated in the notice of meeting.
2. The right to attend, participate and vote is verified by the chairman.
3. Guests shall identify themselves to officers of the Company stationed at the entrance to the premises where the shareholders' meeting is being held (the "**Officers**").
4. Anyone entitled to attend the shareholders' meeting shall produce a personal identity document and any other documents required for admission purposes to the Officers at the entrance to the meeting in accordance with the instructions contained in the notice of meeting, in the articles of association and in the applicable legislation and regulations. Any disagreement over the right to attend the meeting will be settled by the Chairman. Anyone authorised to attend as support staff will receive an attendance/voting card valid for participation in the meeting.
5. Authorised Participants may submit documentary evidence of their right to attend the shareholders' meeting by sending it to the Company Secretary by any of the methods stated in the notice of meeting.

ARTICLE 5

Use of audio-visual recording equipment

1. The Chairman may decide that the shareholders' meeting is to be video-recorded or audio-recorded for the sole purpose of facilitating the drafting of the minutes in accordance with applicable legislation and regulations.
2. Recording devices of any kind, photographic equipment and similar devices may not be brought into the premises where the shareholders' meeting is being held, either by Authorised Participants or by Guests, without the prior express permission of the Chairman, who shall set the conditions and limits for same.

ARTICLE 6

Leaving the shareholders' meeting

1. Any Authorised Participants who, for whatever reason, leave the premises where the meeting is taking place are required to notify the Officers and hand in the attendance/voting card they received upon entry. Upon re-entering the premises, they shall notify the Officers so that their admission/voting card can be returned.

ARTICLE 7

Chairman, secretary and quorum of the shareholders' meeting

1. At the time specified in the notice of meeting, the chairman of the board of directors – or, in the event of his/her absence or impediment, the person designated by those present – shall assume the chairmanship of the shareholders' meeting. The Chairman then informs the shareholders' meeting of the members of the board of directors and board of statutory auditors in attendance.
2. The Chairman is assisted by the secretary of the shareholders' meeting (the “**Secretary**”), by the other directors, by the auditors, by the notary (in the cases envisaged by law), and by employees of the Company admitted as Guests. The Secretary and the Notary, with the Chairman's permission, may be assisted by their own staff and use recording equipment for the sole purpose of facilitating the drafting of the minutes.
3. Following the checks carried out by the Officers, the Chairman, with the help of the Secretary, informs the shareholders' meeting of the number of Authorised Participants present and the number of votes to which they are entitled.
4. Assisted by the Officers, the Chairman will verify that proxies are in order and that those present are entitled to attend the shareholders' meeting, before informing the meeting of the outcome of said verification. If one or more proxies are not in order, the Chairman may exclude the shareholder or the shareholder's representative from attending and voting at the meeting.
5. The list of Authorised Participants and proxies, with an indication of the persons actually present during voting, are an integral part of the minutes of the shareholders' meeting.
6. Once the quorum prescribed by the articles of association has been reached, the Chairman declares the meeting quorate and opens the proceedings; otherwise, no more than an hour before the scheduled start time of the shareholders' meeting, the Chairman will declare the shareholders' meeting inquorate and refer to any other notice of meeting. If the shareholders' meeting is inquorate, special minutes will be drawn up and signed by the Chairman and by an auditor, if present.
7. Having ascertained that the shareholders' meeting is quorate and after reading out the agenda, the Chairman proposes that the shareholders' meeting appoint a Secretary to draft the minutes, provided that, as required by law or at the sole discretion of the Chairman, the task is not given to a notary previously appointed by the Chairman. If there is no statutory requirement to appoint a notary as Secretary, the minutes are not drawn up by public deed.
8. The Secretary may be assisted by the Officers, by employees of the Company or by his/her own staff, provided they are Guests.
9. The Chairman may require security to be provided by clerks who will be issued with the appropriate badges.
10. The Chairman may appoint one or more scrutineers – who need not necessarily be shareholders – and form a bureau.

ARTICLE 8

Commencement and order of proceedings

1. As a rule, the shareholders' meeting takes place during a single session. The Chairman, if he/she deems it appropriate and provided the meeting has no objection (carried by a simple majority), may adjourn the proceedings for no more than two hours (for each adjournment).

2. Without prejudice to the provisions of Article 2374 of the Italian Civil Code, the shareholders' meeting – by resolution carried by a simple majority – may decide to postpone the discussion of certain items on the agenda as it sees fit, simultaneously scheduling a date and time for the continuation of the proceedings, which may be more than five days thereafter if necessary, provided it is commensurate with the reason for the postponement.

Section III – Discussion

ARTICLE 9

Agenda

1. The Chairman and, at his request, the other directors and auditors acting within their remit, shall present the items on the agenda. The Chairman may change the order of business, as stated in the notice of meeting, or propose that related matters be combined. Should one or more Authorised Participants object, the shareholders' meeting, by resolution carried by a simple majority, will be called upon to approve the change to the agenda and/or the combination of related matters.
2. If requested in advance by Authorised Participants, their contributions will be summarised in the minutes pursuant to Article 2375.

ARTICLE 10

Participation in the discussion

1. The Chairman moderates the discussion by giving the floor to Authorised Participants who have requested it from directors, auditors and the Secretary in accordance with the second paragraph of Article 11. The Chairman may allow such requests to be made by show of hands and give the floor according to the alphabetical order of their surnames.
2. The Chairman may grant Authorised Participants who have requested the inclusion of items on the agenda, pursuant to the law and the articles of association, no more than 20 minutes in which to table the motions and explain the reasons supporting them.
3. In doing so the Chairman observes the principle whereby all Authorised Participants, directors, auditors and the Secretary have the right to speak freely on matters of interest to the shareholders' meeting, in compliance with the laws, articles of association and these Rules of Procedure.

ARTICLE 11

Contributions

1. Authorised Participants, directors and auditors are entitled to take the floor on any of the topics under discussion and to table the relevant motions.
2. At the start of and during the proceedings, the Chairman may set a time limit for the submission of requests to take the floor. Authorised Participants who wish to take the floor must apply to the Chairman after the relevant agenda item has been read out and before the discussion of that

particular matter has been declared closed.

3. The Chairman decides on the procedures for requesting and taking the floor and the order of speakers.
4. The Chairman and/or, at his or her invitation, the directors and auditors, according to their respective remit or if the Chairman deems it appropriate given the matter in hand, will reply to the Authorised Participants after each of them has taken the floor, or after the discussion of each item on the agenda has ended, as the Chairman sees fit, taking into account any questions raised by shareholders prior to the shareholders' meeting and which have not already been answered by the Company.
5. Authorised Participants may take the floor only once for each item on the agenda, except to reply if necessary and to give an explanation of vote, each lasting no more than five minutes.

ARTICLE 12

Duration of contributions

1. The Chairman, taking into account the nature and importance of individual items on the agenda, as well as any questions raised by shareholders prior to the meeting and which have not already been answered by the Company, shall state the time available to each Authorised Participant to take the floor, which as a rule will not be less than 5 minutes and will not be more than 10 minutes.
2. After this time, the Chairman may ask the Authorised Participant to finish within the next five minutes. After that time, the Chairman will act in accordance with point a) of the second paragraph of Article 13.

ARTICLE 13

Chairman's powers

1. The Chairman is responsible for maintaining order at shareholders' meetings, for ensuring that the proceedings run smoothly, and for preventing any infringement of the right to attend the meeting. To that end, the Chairman may interrupt the speaker:
 - a) if the Authorised Participant is not entitled to speak, or continues to do so after the allotted time has elapsed;
 - b) if the speaker's contribution is patently unrelated to the item under discussion, and if he/she has been warned of same;
 - c) if the Authorised Participant uses words or phrases or expresses views that are inappropriate or offensive;
 - d) in case of incitement to violence or disorder.
2. If one or more individuals taking the floor at the shareholders' meeting disrupts the proceedings, the Chairman will remind them of these Rules of Procedure.
3. If this warning is not heeded, the Chairman will order persons who have received previous warnings to be removed from the premises where the shareholders' meeting is being held for the entire duration of the discussion. If the evicted person is an Authorised Participant, he/she may appeal to the shareholders' meeting, which will settle the matter by a simple majority.

ARTICLE 14
Adjournment and postponement of the shareholders' meeting

1. During the meeting, the Chairman may, if he/she deems it appropriate and unless the shareholders' meeting objects with the requisite majority, adjourn the proceedings for a maximum of two hours, stating the reason.

ARTICLE 15
Closure of the discussion

1. After all contributions, responses and replies have been made, the Chairman concludes by declaring the discussion closed. Once the discussion is closed, no Authorised Participant may take the floor to make any further remarks.

Section IV – Voting

ARTICLE 16
Commencement of voting

1. Before opening the voting, the Chairman readmits to the shareholders' meeting any individuals who were excluded under Article 13 and verifies the number of Authorised Participants present and the number of votes to which they are entitled.
2. In the event that individuals who were cut off and/or readmitted to the shareholders' meeting for voting following their removal during the discussion and/or other persons continue to disrupt the proceedings, the Chairman may again cut them off or, at the Chairman's sole discretion, exclude them from voting.

ARTICLE 17
Order of voting

1. The Chairman decides the order of voting on the various motions on the agenda.
2. The Chairman may decide that voting will take place following the discussion of each agenda item, or following the discussion of all agenda items.

ARTICLE 18
Voting procedures

1. Voting at shareholders' meetings takes place by open ballot. The Chairman decides how votes will be cast and counted and sets the maximum time in which Authorised Participants may vote. Votes cast in a manner other than that indicated by the Chairman are invalid.
2. The Chairman, taking into account the number of votes of each entitled person, may adopt one of the following methods: (i) roll call; (ii) voting form; (iii) show of hands; (iv) use of suitable equipment.

ARTICLE 19
Appointment of company officers

1. Voting at shareholders' meetings for the appointment of company officers takes place exclusively by list vote, except for cases expressly governed by the articles of association where the resolution is carried by a majority vote. Lists may be submitted by shareholders in accordance with the applicable legal and regulatory provisions and articles of association.
2. Before opening the voting for appointments of company officers, the Chairman, unless exempted from doing so by the shareholders' meeting (by a simple majority): (i) reads out the lists submitted for the appointment of the board of statutory auditors and the names of the shareholders who submitted them; (ii) reads out the lists presented for the appointment of the Board of Directors and the names of the shareholders who submitted the nominations; (iii) read out the CVs submitted, which shall contain comprehensive information on the personal and professional backgrounds of each candidate, specifying, where appropriate, which candidates have declared that they satisfy the independence requirements; (iv) announce which lists are to be considered invalid and the reasons why.

ARTICLE 20
Announcement of results

1. The Chairman decides how list votes are to be cast, collected and counted. After voting, the Chairman announces the results, approving the nomination that secured the vote with the majority required by law or by the articles of association. In the event of the appointment of the Board of Directors and Board of Statutory Auditors, the Chairman declares elected those candidates appointed in accordance with the procedures laid down in Article 14 and Article 21 respectively of the articles of association.

ARTICLE 27
Closing the meeting

1. Once all business on the agenda has been discussed, the Chairman declares the meeting closed.

Section V – Final provisions

ARTICLE 28
Amendments

1. The Rules of Procedure may be amended by the ordinary shareholders' meeting according to the majority, except for material amendments necessary to adapt these Rules of Procedure to legislative provisions or to the articles of association, already approved by the relevant corporate body, which may be made directly by the Board of Directors and the amended version published on the Company's website.