



UNIEURO S.P.A.
REGISTERED OFFICE IN FORLÌ, GIOVANNI SCHIAPARELLI, NO. 31
SHARE CAPITAL EURO 4,000,000 FULLY PAID
TAX IDENTIFICATION NUMBER AND NUMBER OF REGISTRATION IN THE BUSINESS REGISTER OF FORLÌ-CESENA
00876320409.

NOTICE OF CALL OF ORDINARY GENERAL SHAREHOLDERS' MEETING

The persons entitled to attend and exercise their voting rights are convened to attend the Annual General Shareholders' Meeting to be held on June 18, 2019, at 2:30PM, in its first and only call, at Palazzo Orsi-Mangelli, in Forlì, Corso Diaz 43/45, to discuss and resolve on the following:

AGENDA

1. **Financial Statements as at February 28, 2019, accompanied by the Board of Directors' Management Report including the consolidated Non-Financial Statement prepared pursuant to Legislative Decree 254/2016, the Report of the Board of Statutory Auditors and the Report of the Auditing Company. Presentation of the Consolidated Financial Statements as at February 28, 2019.**
2. **Allocation of the financial year profits and dividend distribution proposal. Related resolutions.**
3. **Report on remuneration pursuant to art. 123-ter of Legislative Decree n. 58/1998, and of art. 84-qua-ter of the CONSOB Regulation no. 11971/1999. Resolutions pertaining to the Company's remuneration policy as set out in the first section of the Report.**
4. **Appointment of the Board of Directors:**
 - 4.1 **Determination of the number of the members of the Board of Directors;**
 - 4.2 **Determination of the Board of Directors' term;**
 - 4.3 **Appointment of the members of the Board of Directors;**
 - 4.4 **Appointment of the Chairman of the Board of Directors;**
 - 4.5 **Determination of directors' remuneration.**
5. **Appointment of the Board of Statutory Auditors for Financial Years from 2019/2020 to Financial Year 2021/2022:**
 - 5.1 **Appointment of the members of the Board of Statutory Auditors;**
 - 5.2 **Determination of the remuneration of the standing auditors.**

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INFORMATION ON REGISTERED CAPITAL AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up registered capital is 4,000,000.00 EUR (four million/00), represented by 20,000,000.00 ordinary shares without par value, there not existing other categories of the share than ordinary shares. Each share grants the right to one vote, both in the Shareholders' Meetings of the Company.



The information on share capital can be found at: http://unieurospa.com/en/_corporate-governance-2/shareholders-meetings/2019-shareholders-meeting.

ATTENDANCE RIGHT AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Legislative Decree no. 58/98 and Article 11 of the By-laws, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a notice issued by an intermediary authorised in accordance with applicable legislation, certifying ownership of the shares on the basis of its accounting records as of the end of the accounting day corresponding to the seventh market day prior to the date of the Shareholders' Meeting in single call (i.e. **June 7 2019**- record date). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the General meeting.

The intermediary's communication must reach the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting and, therefore, by **June 13, 2019**. In case of communications delivered after the above deadline, the persons to which such communications pertain are, notwithstanding, entitled to attend and vote, provided that the communication reach the company, before the shareholders' meeting commences.

The participation at the Meeting is governed by the laws and regulations on the subject, and by the provisions contained in the Articles of Association, available on the Company's website in the section "Corporate Governance"- http://unieurospa.com/en/_corporate-governance-2/Corporate Documents.

REPRESENTATION AT THE SHAREHOLDERS' MEETING

Ordinary Proxy

Those entitled to vote can opt to be represented at the meeting by a proxy granted in writing pursuant to applicable legislation or by a document signed in electronic form pursuant to Article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005. To this end, shareholders can use the proxy form available at the company's registered office and on the Company's website at: http://unieurospa.com/en/_corporate-governance-2/2019-shareholders-meeting.

Proxy forms may be delivered by hand or submitted by registered mail to the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì, for the attention of Mr. Filippo Fonzi, Legal Director, or by electronic notice to the certified email address: amministrazione@pec.unieuro.com.

If the representative delivers, or forwards a copy of the proxy form to the company on an electronic or other medium, the representative must certify, assuming personal responsibility, that it is a true copy of the original proxy form and confirm the principal's identity.

Appointed representative



The proxy may be issued, free of charge (save for delivery expenses), with instructions on voting on all or some resolutions on the agenda, to *Società per Amministrazioni Fiduciarie Spafid S.p.A.* - Foro Buonaparte 10, Milan - as the company's designated representative pursuant to Article 135-undecies of Legislative Decree no. 58/98, and Article 11 of Bylaws.

The proxy form must contain voting instructions on all or some of the proposals on the agenda and has effect only for proposals in relation to which voting instructions are given. Spafid may not be granted proxies except as a Designated Representative of the Company.

The proxy form, must be granted by submitting the form available at the company's registered office and website at: http://unieurospa.com/en/_corporate-governance-2/2019-shareholders-meeting_

The proxy must be delivered to the Designated Representative, in original (along with a valid piece of ID of the delegating Shareholder, or, in the case of entities, of its Legal Representative or a person vested with the relevant authority, with documentation attesting such authority), before the end of the day corresponding to the second market day prior to the date of the Shareholders' Meeting (i.e. **June 14, 2019**) to following address: Spafid S.p.A. - Foro Buonaparte 10, 20121 Milan, Italy – Ref. Proxy “AGM Unieuro 2019”, with delivery by hand during office hours (from 9.00 a.m. to 5.00 p.m.) or recorded delivery or sent via courier. Without prejudice to the requirement to send the original proxy form (containing voting instructions), it may also be submitted in electronic form to the certified email address assemblee@pec.spafid.it. Sending to the aforementioned certified e-mail address of the delegation, signed with digital signature in accordance with current legislation, meets the requirements of written form, as provided for by applicable laws.

The proxy and voting instructions may be revoked until the end of the second market day before the scheduled date of the meeting (i.e. **June 14 2019**).

It should be noted that the shares for which a delegation exists, even if partial, are calculated for the purpose of the regular constitution of the Shareholders' Meeting; In relation to proposals for which no voting instructions have been issued, the shares are not calculated for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS

Pursuant to Article 126-bis of Legislative Decree No. 58/98, shareholders who individually or jointly represent at least one-fortieth of registered capital can request, within ten days from the publication of this notice (i.e. **May 19, 2019**), the addition to the list of items to be discussed, indicating in their requests the additional proposed items, or submit draft resolutions on items already on the agenda in this notice of call.

Shareholders for whom the company has received a specific notice from an intermediary, authorized in accordance with applicable legislation, are entitled to request the addition of items to the agenda or to submit new draft resolutions.



Within the above-mentioned term of ten days, proposing shareholders must submit a report stating the reasons for the draft resolutions on the new items that they propose to be discussed or the reasons for the additional draft resolutions submitted on the items already on the agenda.

Additions to the agenda are not permitted for items on which, by law, the General Meeting must adopt resolutions based on a proposal of the directors or on a plan or report prepared by them, other than those provided for by Section 125-ter par. 1 of Legislative Decree No. 58/98.

Requests to add items to the agenda and additional draft resolutions must be submitted in writing (along with a valid piece of ID of the relevant Shareholder) and delivered to the company by hand or registered mail addressed to the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì, for the attention of Mr. Filippo Fonzi, Legal Director, or by electronic notice to the certified email address: amministrazione@pec.unieuro.com. Such requests must be accompanied by information regarding the shareholders' identity, aggregate percentage of the share capital held by the same shareholders, and reference details of the intermediary's notice, as per the applicable legislation.

The company will give notice of any items added to the agenda or the submission of additional draft resolutions with the same methods used for the publication of this notice, at least fifteen days before the scheduled date of the General meeting. Concomitantly, the Company shall publish, in accordance with section 125-ter of Legislative Decree n. 58/1998, new draft resolutions and the relevant reports issued by the proposing shareholders, along with the Company's Board of Directors' comments thereon, if any. It is, however, understood that, without prejudice to the applicable provisions of law and of the Articles of Association, each person entitled to vote, has the right to individually propose, during the General Meeting, the adoption of new resolutions on the items already included in the Shareholders' Meeting Agenda.

RIGHT TO ASK QUESTIONS BEFORE THE GENERAL MEETING

Pursuant to Article 127-ter of Legislative Decree no. 58/98, persons entitled to vote in the meeting can ask questions before the meeting on items on the agenda, provided that the company has received a specific notice from an intermediary authorized in accordance with applicable legislation.

Questions (along with information necessary to identify the person entitled to ask the same questions) must be submitted to the Company in writing, by registered letter to the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì, to the attention of Mr. Filippo Fonzi, Legal Director, or by electronic notice to the certified email address: amministrazione@pec.unieuro.com. Questions must be received by **Saturday, June 15, 2019** (three days before the date of the Meeting).

The company reserves the right to issue a single response to questions regarding the same item. Answers to questions received before the meeting will be given during the Meeting at the latest.

Pursuant to Article 127-ter of Legislative Decree no. 58/98, no response will be given, either before or during the meeting, to questions asked before the meeting, if the information requested is already available in "question and answer" form in the specific section of the company's website- if any, or if otherwise posted on the Company's website.



Moreover, answers given in print form and made available to all entitled to vote at the beginning of the meeting will be regarded as provided during the meeting.

APPOINTMENT OF THE BOARD OF DIRECTORS.

The Board of Directors consists 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. The Board of Directors shall be appointed by resorting to list vote mechanism. Lists may be presented by the shareholders, and the Board of Directors. The composition of the Board shall ensure the right balance between genders, as provided for the applicable rules of law and regulations.

Directors remain in office for the term set by the shareholders' resolution appointing them, subject to a maximum of 3 (three) financial years. Their term ends on the date of the Annual General Meeting called upon, to approve the Financial Statements of the relevant year, unless a cause of early termination occurs.

Directors are re-eligible for office.

A minimum number of Directors of not less than the one established by the regulation, in force pro tempore, should be in possession of the requirements of independence established by the Corporate Governance Code, without prejudice to the fact that at least 2 (two) directors in possession of 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.

Pursuant to Consob's Resolution n. 15/2019, lists may be presented by the Board of Directors and/or by Shareholders representing, individually or jointly, 4.5% (four-point-five-percent) of the share capital of the Company.

Each shareholder, shareholders who have entered into a shareholders' agreement pertaining to the relevant Company pursuant to Article 122 of the Legislative Decree no. 58/98, the parent company, subsidiary companies and companies under common control and other parties among which a relationship exists, even 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 more than one list.

Each list contains a number of sequentially numbered candidates who may not exceed the number of members to be elected.

To be eligible, each candidate may be included in one list only.

Each list shall include and identify at least two (2) candidates who meet the independence requirements under applicable legislation.

Each list containing 3 (three) or more candidates must also contain members of both genders, so that the least represented gender constitutes at least one-third (rounded up) of the candidates.



Failure to comply with Section 13 of the Articles of Association, as referred to hereinabove, shall result into the relevant list being disregarded.

The following shall be submitted together with the lists, it being specified that any changes that should occur prior to the actual date of the shareholders' meeting shall be promptly notified to the Company:

- a) information about the shareholders who submitted the list and the percentage of equity held;
- b) 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, as per Section 147-ter par. 3 of Legislative Decree no. 58/98, and Section 144-quinquies of Consob Regulation dated May 14, 1998, n. 11971 ("Issuers Regulation"), also by taking into accounts Consob's recommendations, as articulated in Consob's Notice DEM//9017893, dated February 26, 2009);
- c) the curriculum vitae of candidates and an affidavit from each candidate that there are no grounds for ineligibility or incompatibility and that he or she meets the requirements for office;
- d) an indication of positions held in managing or supervisory bodies of other companies and eventual suitability to qualify as independent member under applicable legislation and any codes of conduct on corporate governance that may be adopted by the Company;
- e) a declaration whereby each candidate accepts his or her nomination;
- f) any other declaration, information and/or document provided by applicable legislation and regulations.

The lists shall be presented by **May 24, 2019**, by hand at the Company's registered office or sent by registered mail to the same address (via Schiaparelli, 31, Forlì, 47122), to the attention of Filippo Fonzi Esq., in his capacity as Legal Director of the Company, or sent electronically by certified email to: *amministrazione@pec.unieuro.com*.

Shareholders must prove the ownership of the shares entitling them to present a list- as indicated above- by having the relevant shares recorded in their name by the date on which the list is filed with the Company. Competent proof may be furnished after the date of filing, but not later than the date on which the Company shall have to publish the lists (that is May 28, 2019), as long as an attestation by duly authorized intermediary is provided.

For further information on the appointment of the Board of Directors, please see the relevant Illustrative Report drawn up by the Board of Directors, pursuant to Section 125-ter of Legislative Decree no. 58/98, and published in accordance with the law.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS.

The Board of Statutory Auditors is composed of 3 (three) statutory members and 2 (two) deputies.



Members of the Board of Statutory Auditors remain in office for 3 (three) financial years. Their term of office expires on the date of the shareholders' meeting convened to approve the financial statements for their third year in office. Statutory auditors are re-eligible for office.

The Board of Statutory Auditors shall be elected by the ordinary shareholders' meeting on the basis of lists submitted by shareholders, ensuring a gender balance as required by applicable law and regulations, and the Articles of Association, to which you should refer.

Members of the Board of Statutory Auditors shall meet the integrity, professionalism and independence requirements and comply with the rules on holding concurrent office laid down by applicable legislation and regulations. For the purposes of Article 1(2)(b) and (c) of the Decree of the Minister of Justice No. 162 of 30 March 2000, matters pertaining to commercial law, corporate law, tax law, business economics, corporate finance, disciplines with the same or similar purpose, and subjects and areas pertaining to the Company's business sector, are considered closely related to the Company's scope of operations.

Pursuant to Consob's Resolution n. 15/2019, lists may be presented by Shareholders representing, individually or jointly, 4.5% (four-point-five percent) of the share capital of the Company.

Each shareholder, shareholders that have entered into a shareholders' agreement pertaining to the relevant Company pursuant to article 122 of the Legislative Decree no. 58/98, the parent company, subsidiary companies and companies under common control and other parties among whom a relationship exists, even 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 more than one list.

To be eligible, each candidate may only be included in one list.

Each list contains a number of sequentially numbered candidates who may not exceed the number of members to be elected. To be eligible, each candidate may only be included in one list.

Lists are divided into two sections: one for candidates to the office of statutory auditor, and the other for candidates to the office of alternative auditor. The first candidate in each section shall be a certified auditor and have worked for a minimum of 3 (three) years as an auditor for clients that are legally required to have their financial statements audited. The other candidates, if they do not meet the requirements stipulated in the previous sentence, shall meet the other professional requirements under applicable legislation and regulations.

Each list that, by combining the two sections, contains 3 (three) or more candidates shall also include candidates of both genders, such that the least represented gender accounts for at least one-third (rounded up) of candidates for the office of statutory auditor and at least one candidate for the office of alternative auditor (if the list also includes candidates for the office of alternative auditor).

Together with the lists, the following shall also be submitted:



- a) information about the shareholders who submitted the list and an indication of the percentage of equity held;
- b) 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 as per Section 144-quinquies of Issuers Regulation, also in accordance with Consob's recommendations as laid down in Consob's notice, dated February 26, 2009, n. DEM/9017893;
- c) the curriculum vitae of candidates and an affidavit from each candidate that there are no grounds for ineligibility or incompatibility and that he or she meets the requirements for office;
- d) information about the candidates with an indication of management and supervisory positions held in other companies, as well as a declaration by the candidates that they meet the requirements, including the requirements in terms of integrity, professionalism, independence and concurrent office provided by applicable legislation and regulations;
- e) a declaration whereby each candidate accepts his or her nomination;
- f) any other declaration, information and/or document provided by applicable legislation and regulations.

The lists shall be presented by **May 24, 2019**, by hand at the Company's registered office or sent by registered mail to the same address (via Schiaparelli, 31, Forlì, 47122), to the attention of Filippo Fonzi Esq., in his capacity as Legal Director of the Company, or sent electronically by certified email to: *amministrazione@pec.unieuro.com*.

Shareholders must prove the ownership of the shares entitling them to present a list- as indicated above- by having the relevant shares recorded in their name, by the date on which the list is filed with the Company. Competent proof may be furnished after the date of filing, but not later than the date on which the Company shall have to publish the lists (that is **May 28, 2019**), as long as an attestation by duly authorized intermediary is provided.

Please, note that, if, by May 24 deadline, only one list has been presented, or there exist more than one lists which have presented by shareholders affiliated one to the other, as per Section 144-quinquies of Issuers' Regulation, then new lists may be presented until the third day following the original deadline (**May 27, 2019**). In such a case, in order to qualify to present a list, one has to hold an interest equal to 2.25% (two-point-twenty-five percent) of the share capital of the Company.

Statutory Auditors shall be elected in accordance with the provisions of Section 22 of the Articles of Association.

For further information on the appointment of the Statutory Auditors, please see the relevant Illustrative Report drawn up by the Board of Directors, pursuant to Section 125-ter of Legislative Decree no. 58/98, and published in accordance with the law.



DOCUMENTATION

The documentation relating to the Shareholders' meeting, including the explanatory reports drawn up by the Board of Directors and the proposals for resolution on the items on the agenda, will be made available to the public under the terms and conditions set out in applicable legislation. Shareholders and those entitled to vote may also obtain a copy.

Said documentation will be made available at the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì (on weekdays, from Monday to Friday, from 08:30 to 18:30 (CET)), and at: http://unieurospa.com/en/_corporate-governance-2/shareholders-meetings/2019-shareholders-meeting; and on the storage mechanism "eMarket STORAGE" at website www.emarketstorage.com.

This notice of call is published in its entirety, in accordance with the provisions of Article 125-bis of Legislative Decree no. 58/98, and Article 84 of the Issuers' Regulations, on the company's website at: http://unieurospa.com/en/_corporate-governance-2/2019-shareholders-meeting; and, in abridged form, on the daily newspaper "QN- Quotidiano Nazionale".

Forlì, May 9, 2019

For the Board of Directors

Executive Director

(Giancarlo Nicosanti Monterastelli)