FNAC DARTY

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PRESS RELEASE

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VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER FOR ALL THE SHARES OF UNIEURO

PRELIMINARY RESULTS OF THE PROCEDURE TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA

96.70% OF THE SHARE CAPITAL OF UNIEURO SUCCESFULLY REACHED (INCLUDING TREASURY SHARES)

- **Preliminary results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA: 3.04% of Unieuro's share capital tendered, which cumulated with the 93.32% already owned by the Offerors and Holdco, and the treasury shares, represents 96.70% of Unieuro's share capital**
- **The requirements for the execution of the Joint Procedure have been met**
- **The New Payment Date of the Obligation to Purchase under Art. 108, Par. 2, of the CFA will be 18 December 2024**

NOTICE PURSUANT TO ARTICLES 36 AND 50-QUINQUIES, PARAGRAPHS 2 AND 5, OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION").

With reference to:

– the voluntary public tender and exchange offer (the "Offer") pursuant to Articles 102 and 106, paragraph 4, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently integrated and amended (the "CFA"), launched by Fnac Darty SA ("Fnac Darty") and RUBY Equity Investment S.à r.l. ("Ruby" and together with Fnac Darty, the "Offerors") for all of the ordinary shares of Unieuro S.p.A. ("Unieuro" or the "Issuer") not already held by the Offerors, including the treasury shares directly or indirectly held, from time to time, by Unieuro, as well as

– the consequent Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA,

the Offerors announce that, on the date hereof, the Extended Period for the Submission of the Requests for Sale has ended.

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob with resolution no. 23231 of 23 August 2024, and published on 24 August 2024 (the "Offer Document") among others, on the website of Unieuro (www.unieurospa.com) and on the website of Fnac Darty (www.fnacdarty.com), as well as in (i) the

notice published on 12 November 2024 concerning the final results of the Reoening of the Tender Period (the "Notice of November 2024"), (ii) the notice published on 15 November 2024 whereby supplemental information on the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA was provided (the "Notice of 15 November 2024") and (iii) the notice published on 5 December 2024 concerning the extension of the Period for the Submission of the Requests for Sale for additional no. 3 Trading Days (the "Notice of 5 December 2024").

PRELIMINARY RESULTS OF THE PROCEDURE TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA

Based on the preliminary results communicated by Intesa Sanpaolo S.p.A., in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, Requests for Sale were submitted for no. 634,430 Remaining Shares. Such Remaining Shares represent: (i) 3.04% of the share capital of the Issuer, and (ii) 34.37% of the Remaining Shares subject to the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA.

In connection with the 634,430 Remaining Shares for which Requests for Sale were submitted in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA:

(i) the Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (namely, for each Unieuro Share, Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion) will be paid to the holders of 272,933 Remaining Shares (representing 43.02% of the shares tendered during the Extended Period for the Submission of the Requests for Sale); and

(ii) the Full Cash Alternative Consideration (namely, 11.67208 Euro per each Remaining Share) will be paid to the holders of 361,497 Remaining Shares (representing 56.98% of the shares tendered during the Extended Period for the Submission of the Requests for Sale).

From the beginning of the Extended Period for the Submission of the Requests for Sale to the date hereof, HoldCo, as Person Acting in Concert with the Offerors for the purposes of the Offer, has made purchases on the market, as communicated in compliance with the applicable regulatory provisions, on 25 November, 26 November, 27 November, 28 November, 29 November, 2 December, 3 December and 4 December 2024 for a total of no. 453,858 Shares, representing approximately 2.18% of the Issuer's share capital.

Therefore, taking into account (i) the no. 634,430 Remaining Shares for which Requests for Sale were submitted in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA according to the preliminary results indicated above (if confirmed), and (ii) the no. 19,457,411 ordinary shares of Unieuro already held by the Offerors and HoldCo as of today, on the New Payment Date of the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offerors and HoldCo, jointly considered, will come to hold a total of no. 20,091,841 ordinary shares of Unieuro, equal to 96.37% of the share capital of the Issuer. Adding together the no. 70,004 Treasury Shares held by the Issuer as of today's date, the total stake held in the share capital of Unieuro by the Offerors and HoldCo, directly and, as regards the Treasury Shares, indirectly, at the end of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA will consist of no. 20,161,845 shares, representing 96.70% of the Issuer's share capital.

The consideration due to holders of the Remaining Shares that submitted Requests for Sale will be delivered to the Requesting Shareholders on the New Payment Date of the Obligation to Purchase under Art. 108, Par. 2, of the CFA, i.e. 18 December 2024, being the fifth trading day following the end of the Extended Period for the Submission of the Requests for Sale, against the simultaneous transfer of the ownership of the Unieuro Shares to the Offerors.

OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 1. OF THE CFA AND RIGHT TO SQUEEZE-OUT PURSUANT TO ARTICLE 111 OF THE CFA

In light of the above, on the basis of the preliminary results thereof (if confirmed), as of the completion of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA the total shareholding directly or (as for the Treasury Shares) indirectly held by the Offerors and HoldCo in the share capital of Unieuro is higher than 95%. As a result, the legal requirements for the exercise of the Right to Squeeze-Out pursuant to Article 111 of the CFA and the fulfillment of the Obligation to Purchase under Art. 108, Par. 1, of the CFA have been met.

Therefore, as previously indicated in the Offer Document and, *inter alia*, in the Notice of 5 December 2024, following the New Payment Date of the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offerors will exercise their Right to Squeeze-Out pursuant to Article 111 of the CFA and, concurrently, will fulfill the Obligation to Purchase under Art. 108, Par. 1, of the CFA *vis-à-vis* the shareholders of the Issuer that so request through a specific Joint Procedure that will be agreed with CONSOB and Borsa Italiana (the "Joint Procedure"). The Joint Procedure will target all of the remaining outstanding Unieuro Shares not yet held by the Offerors and HoldCo and will result in the transfer of ownership of each of those shares to the Offerors (including, for the sake of clarity, shares held by shareholders of Unieuro that do not submit any request for sale in the context of the Joint Procedure). Upon conclusion of the Joint Procedure the remaining Unieuro shareholders will receive, for each Unieuro share held, a consideration equal to the Consideration (i.e. Euro 9.00, as per the Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as per the Share Portion), unless, in the context of the Joint Procedure, they actively request to receive the Full Cash Alternative Consideration (i.e. Euro 11.67208 per each Unieuro Share). In this respect, please note that the Unieuro shareholders holding Remaining Shares that do not submit any request for sale in the context of the Joint Procedure will receive (exclusively) the Consideration.

The terms and timing of the Joint Procedure will be announced by the Offerors in the notice containing the final results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, that will be published by 7:29 a.m. on 17 December 2024 pursuant to Article 41, Paragraph 6, and 50-*quinquies*, Paragraphs 2 and 5, of the Issuer's Regulation.

Upon completion of the Joint Procedure, the delisting of the Issuer's shares from Euronext STAR Milan will become effective, according to the procedure and timing that will be described in the notice containing the definitive results referred to above, as ordered by Borsa Italiana.

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Legal Disclaimer

The Offer, the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the Joint Procedure are being launched exclusively in Italy and will be made on a non-discriminatory basis and on equal terms to all holders of Unieuro shares, as set out in the notice published pursuant to Article 102 of Italian Legislative Decree No. 58 of February 24, 1998 and as further described in the Offer Document published in accordance with the applicable regulations.

The Offer, the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the Joint Procedure have not been and will not be made in the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Canada, Japan, Australia and any other jurisdictions where making them or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the "Excluded Countries"), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer and/or the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and/or the Joint Procedure possible in any of the Excluded Countries.

Copies, full or partial, of any documents relating to the Offer and/or the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and/or the Joint Procedure, including this press release, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. Any document relating to the Offer and/or the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and/or the Joint Procedure, including this press release, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

This press release is not an offer to sell or a solicitation of offers to purchase or subscribe for shares.

This press release and the information contained herein are not for distribution in or into the United States. This press release does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities of Fnac Darty have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

About Fnac Darty

Operating in 13 countries, Fnac Darty is a European leader in the retail of entertainment and leisure products, consumer electronics and domestic appliances. The Group, which has almost 25,000 employees, has a multi-format network of more than 1,000 stores at the end of December 2023, and is ranked as a major e-commerce player in France (more than 27 million unique visitors per month on average) with its three merchant sites, fnac.com, darty.com and natureetdecouvertes.com. A leading omnichannel player, Fnac Darty's revenue was around €8 billion in 2023, 22% of which was realized online. For more information: www.fnacdarty.com

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