FNAC DARTY

Published by Unieuro S.p.A. upon request of Fnac-Darty S.A. and RUBY Equity Investment S.à r.l.

PRESS RELEASE

Ivry-sur-Seine, France — January 3, 2025, 2.00 pm CEST

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS PRESS RELEASE IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IS NOT PERMITTED IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

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

FINAL RESULTS OF THE JOINT PROCEDURE

TERMS OF SETTLEMENT OF THE JOINT PROCEDURE

NOTICE PURSUANT TO ARTICLE 36 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 joint procedure for the exercise of the right to squeeze-out pursuant to Article 111 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the "CFA") and the fulfilment of the obligation to purchase under Article 108, Paragraph 1, of the CFA (the "Joint Procedure") commenced by Fnac Darty SA ("Fnac Darty") and RUBY Equity Investment S.a r.l. ("Ruby" and, together with Fnac Darty, the "Offerors") on 19 December 2024 for the 687,663 outstanding ordinary shares of Unieuro S.p.A. ("Unieuro" or the "Issuer"), excluding the treasury shares held by Unieuro, not held by the Offerors and Fnac Darty V SAS (as Person Acting in Concert with the Offerors for the purpose of the Offer) following the completion of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (the "Further Remaining Shares"), further to the press release concerning the preliminary results of the Joint Procedure issued on 30 December 2024, the Offerors announce the following.

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 the notice published on 12 December 2024 concerning the final results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and information on the terms and conditions of the Joint Procedure (the "Notice of 12 December 2024").

The Joint Procedure carried out by the Offerors targeted the 687,663 Further Remaining Shares, equal to 3.30% of the share capital of the Issuer. The period during which the holders of the Further Remaining Shares were able to exercise their right to choose the type of the Consideration for the Joint Procedure pursuant to Article 108, Paragraph 5 and Article 111, Paragraph 2 of the CFA, namely between the Consideration for the Offer and the Full Cash Alternative Consideration, began on 19 December 2024 and ended on 30 December 2024 (the "Period of the Joint Procedure").

FINAL RESULTS OF JOINT PROCEDURE

Based on the final 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 Joint Procedure, Requests for Sale Concerning the Joint Procedure were submitted for no. 139,558 Further Remaining Shares. Such Further Remaining Shares represent: (i) 0.67% of the share capital of the Issuer, and (ii) 20.29% of the Further Remaining Shares subject of the Joint Procedure.

These final results are the same as the preliminary results of the Joint Procedure announced on 30 December 2024.

In connection with the 139,558 Further Remaining Shares for which Requests for Sale Concerning the Joint Procedure were submitted in the context of the Joint Procedure:

(i) the Consideration for the Offer (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 no. 124,481 Further Remaining Shares (representing 89.20% of the shares tendered during the Period of the Joint Procedure); and

(ii) the Full Cash Alternative Consideration (namely, 11.67208 Euro per each Unieuro Share) will be paid to the holders of no. 15,077 Further Remaining Shares (representing 10.80% of the shares tendered during the Period of the Joint Procedure).

For the remaining no. 548,105 Further Remaining Shares, the relevant shareholders (the "Non-Requesting Shareholders") did not submit any Requests for Sale Concerning the Joint Procedure and therefore on the Payment Date of the Joint Procedure they will receive only the Consideration for the Offer (namely, for each Unieuro Share, Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion).

Please note, for the sake of clarity, that any holder of Further Remaining Shares that submitted a Request for Sale Concerning the Joint Procedure only for a portion of its Further Remaining Shares will be deemed a Requesting Shareholder with reference to the Further Remaining Shares for which it submitted such request and a Non-Requesting Shareholder with reference to the Further Remaining Shares for which it did not submit a Request for Sale Concerning the Joint Procedure.

In order to deliver the Consideration for the Offer to the Requesting Shareholders as well as to the Non-Requesting Shareholders, Fnac Darty, in execution of the Offer Capital Increase, will issue no. 67,260 Fnac Darty shares, representing 0.23% of the share capital of the Fnac Darty following such issuance, as of the Payment Date of the Joint Procedure. Following such issuance, the subscribed and paid-up share capital of Fnac Darty will be represented by 29,682,146 ordinary shares. The aggregate amount of the Cash Portion due to the Requesting Shareholders and the Non-Requesting Shareholders is equal to Euro 6,053,280.75, while the aggregate amount of the Full Cash Alternative Consideration due to the Requesting Shareholders that so requested in their Requests for Sale Concerning the Joint Procedure is equal to Euro 175,979.95.

Pursuant to Article 111 of the CFA, the Joint Procedure will result in the transfer to the Offerors of the ownership of each of the Further Remaining Shares, including, for the sake of clarity, the above-mentioned no. 548,105 Further Remaining Shares for which no Request for Sale Concerning the Joint Procedure was submitted.

SETTLEMENT OF THE JOINT PROCEDURE

The settlement of the Joint Procedure, consisting in the transfer to the Offerors of the ownership of all the Further Remaining Shares (including, for the sake of clarity, the no. 548,105 Further Remaining Shares for which no Request for Sale Concerning the Joint Procedure was submitted, and excluding the treasury shares held by Unieuro) and the payment to the shareholders of Unieuro of the Consideration for the Joint Procedure will occur on the Payment Date of the Joint Procedure, i.e. on 8 January 2025, being the fifth Trading Day following the end of the Period of the Joint Procedure.

In particular, on the Payment Date of the Joint Procedure:

(i) the Share Portion due to the Requesting Shareholders will be paid through the transfer of the Fnac Darty shares due in the securities accounts at the Responsible Intermediaries or the Depositary Intermediaries owned by the Requesting Shareholders;

(ii) the Cash Portion and the Full Cash Alternative Consideration due to the Requesting Shareholders will be paid through the transfer of the relevant amount to the Responsible Intermediaries, which shall transfer the funds to the Depositary intermediaries, which in turn shall credit such funds to the Requesting Shareholders in accordance with the instructions issued by the Requesting Shareholders (or their representatives) in the Requests for Sale Concerning the Joint Procedure,

all in compliance with the procedures set forth in the Requests for Sale Concerning the Joint Procedure.

No interest will be paid by the Offerors or any other person on the Cash Portion and on the Full Cash Alternative Consideration.

With respect to the remaining no. 548,105 Further Remaining Shares for which no Requests for Sale Concerning the Joint Procedure have been submitted (excluding the treasury shares held by Unieuro), pursuant to Article 111, Paragraph 3, of the CFA, on the Payment Date of the Joint Procedure, the Offerors will notify Unieuro that:

(i) irrevocable instructions were given by Fnac Darty (a) to Euroclear France, through Uptevia SA, for the creation of the no. 54,811 Fnac Darty shares necessary for the payment of the Share Portion due to Non-Requesting Shareholders and (b) to the Intermediary Responsible for Coordinating the Collection of Tenders to make such Fnac Darty shares available to Non-Requesting Shareholders at the centralized clearing system at Monte Titoli S.p.A. for collection through the relevant Depositary Intermediaries members of Monte Titoli S.p.A. as well as

(ii) the total amount required for the payment of the Cash Portion to the Non-Requesting Shareholders has been deposited on restricted bank accounts opened by the Offerors with the Intermediary Responsible for Coordinating the Collection of Tenders.

Once such notification is made, the transfer of title of all the Further Remaining Shares to the Offerors will be effective and will thus be recorded on the Issuer's shareholders ledger.

Any Fractional Parts due to the holders of Further Remaining Shares will be aggregated and sold by the Intermediary Responsible for Coordinating the Collection of Tenders and the resulting Cash Amount of Fractional Part will subsequently be distributed to the relevant holders of Further Remaining Shares, in compliance with the terms and according to the timing described in the Notice of 12 December 2024.

The obligation of the Offerors to pay the Consideration for the Joint Procedure will be deemed fulfilled when the exact number of Fnac Darty shares due as Share Portion and the exact Cash Amount of the Fractional Part (if any) as well as the exact amount of the Cash Portion, or, if the Full Cash Alternative Consideration was requested or due, the exact amount of the Full Cash Alternative Consideration will be transferred to the Responsible Intermediaries or the Depositary Intermediaries, as the case may be. The Requesting Shareholders and the Non-Requesting Shareholders will bear the risk that the Responsible Intermediaries or the Depositary Intermediaries will not transfer them the Fnac Darty shares due as Share Portion, the Cash Amount of the Fractional Part (if any), the Cash Portion or the Full Cash Alternative Consideration due to them, or delay such transfer.

The Consideration for the Joint Procedure is intended to be net of any Italian stamp duty, registration tax or financial transaction tax, to the extent due, and of fees, commissions and expenses, which will be borne by the Offerors, while any income, withholding or substitute tax on capital gains, if due, will be borne by the holders of the Further Remaining Shares.

The holders of Further Remaining Shares will not incur any cost or fee for the delivery of the Fnac Darty shares due as Share Portion (and the payment of the related Cash Amount of the Fractional Part, if any) and the payment of the Cash Portion or the payment of the Full Cash Alternative Consideration, as applicable.

DELISTING OF UNIEURO SHARES

By means of decision no. 9031 issued on 13 December 2024, Borsa Italiana S.p.A. ordered the delisting of the Issuer's shares from the Euronext STAR Milan organized and managed by Borsa Italiana S.p.A. as from 8 January 2025, after suspending the trading of Unieuro shares during the sessions of 6 and 7 January 2025.

*****

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.

CONTACTS

ANALYSTS/INVESTORS

Domitille Vielle – Head of Investor Relations – domitille.vielle@fnacdarty.com – +33 (0)6 03 86 05 02
Laura Parisot – Investor Relations Manager – laura.parisot@fnacdarty.com – +33 (0)6 64 74 27 18

PRESS

Marianne Hervé – mherve@image7.fr – +33 (0)6 23 83 59 29