



**UNIEURO S.P.A.**

*UNIEURO S.P.A.*

*REGISTERED SEAT IN FORLÌ, VIA SCHIAPARELLI N. 31*

*SHARE CAPITAL EURO 4,000,000.00, DULY SUBSCRIBED AND PAID-UP*

*REGISTRATION NUMBER WITH THE COMPANIES' REGISTER OF FORLÌ AND CESENA, AND TAX PAYER'S ID NO.  
00876320409*

***BOARD OF DIRECTORS' ILLUSTRATIVE REPORT ON THE PROPOSAL UNDER ITEM NO. 1 OF AGENDA OF THE  
SHAREHOLDERS 'MEETING OF UNIEURO S.P.A., CONVENING ON JUNE 20 2017, AS FIRST AND ONLY SESSION.***



**1. Approval of the Financial Statements as at 28 February 2017, together with the Report of the Board of Directors on Management, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors.**

Dear Shareholders,

The Annual Financial Report as at February 28, 2017, which contains the proposed financial statements of the Company, as well as the Report of the Board of Directors on Management, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors, and the attestation, pursuant to section 154-bis par. 5, of Legislative Decree n. 58, dated February 24 1998, n. 58, shall be published in accordance with the provisions of law.

Based on such documents, we invite you to approve the Company's Proposed Financial Statements at February 28 2017, which report a net income equal to Euro 11,586,818.08, and we propose taking the following resolution:

*"The Shareholders' Meeting of Unieuro S.p.A.,*

- *After reviewing the Board of Directors' Report on Management;*
- *After taking note of the Board of Statutory Auditors' Report, and the Report of the Independent Auditors, that is KPMG S.p.A.;*
- *After examining the Company's Proposed Financial Statements as at February 28 2017, which report a net income equal to Euro 11,586,818.08;*

***resolves***

*to approve the Company's Financial Statements as at February 28 2017."*

THE CHAIRMAN OF THE BOARD OF DIRECTORS

BERND BEETZ