



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 GENERAL ANNUAL MEETING AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The persons entitled to attend and exercise their voting rights are convened to attend the Annual General Shareholders' Meeting and the Extraordinary Shareholders' Meeting, to be held on June 12, 2020, at 2:00 PM, in its first and only call, in Forlì – Via Mentana, 4, C/O Studio Maltoni e Scozzoli, to discuss and resolve on the following:

### **AGENDA**

#### **Annual General Meeting:**

- 1. Financial Statements as at February 29, 2020, 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 29, 2020.**
- 2. Allocation of profits; related resolutions.**
- 3. Report on remuneration policy and recompense paid.**
  - 3.1. Resolutions pertaining to the Company's remuneration policy as set out in the first section of the Report, as per Article 123-ter, par. 3-bis and 3-ter of Legislative Decree no. 58, dated February 24, 1998;**
  - 3.2. Resolutions on Remuneration Report, second section as per Article 123-ter, par. 6 of Legislative Decree no. 58, dated February 24, 1998.**
- 4. Appointment of n. 3 members of Board of Directors, to integrate the Board of Directors. Related resolutions.**
- 5. Appointment of the Chairman of the Board of Directors. Related resolutions.**

#### **Extraordinary Shareholders' Meeting:**

- 1. Amendment of Articles 13 and 21 of the Articles of Association to implement the new legislation providing for gender balance in the composition of the administrative and control bodies. Related resolutions.**

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It is to note that, in order to minimize health risks deriving from current pandemic emergency, the Company has decided that all those entitled to attend, **can participate to the Meeting by means of the Company's designated representative -, only**, i.e. *Società per Amministrazioni Fiduciarie, Spafid S.p.A.*, Milan ("**Spafid**" or ("**Appointed Representative**"), as per Section 106 par. 4 of Law Decree n. 18, dated March 17, 2020, re. "Measures for strengthening the National Health System, and economic support for families, workers, and companies, as a result of COVID-19 pandemic ("**Decree**"), pursuant to Section 135 *undecies* of Legislative Decree n. 98, dated February 24, 1998 ("**TUF**").

The Directors, the Statutory Auditors, the Appointed Representative and all those entitled to attend, other than those to whom the voting rights pertain, may attend the meeting also via telecommunication means, which shall be communicated by the Company in due course, as long as their identity may be clearly ascertained. The Chairman and the Secretary of the Meeting/Notary Public are entitled to sit in different venues.

#### **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, represented by 20,000,000.00 ordinary shares without par value, there not existing other categories of shares, than ordinary shares. Each share grants the right to one vote, both in the Shareholders' Meetings and in the Extraordinary Shareholders' Meeting of the Company.

The information on share capital can be found at: [http://unieurospa.com/en/\\_corporate-governance-2/shareholders](http://unieurospa.com/en/_corporate-governance-2/shareholders).

#### **ATTENDANCE RIGHT AT THE SHAREHOLDERS' MEETING**

Pursuant to Article 83-sexies of TUF and Article 11 of the By-laws, the right to attend the Shareholders' Meeting (which may take place by means of the Appointed Representative, only) is subject to the receipt by the Company of a notice to be requested by the would-be attendee, and issued by an intermediary authorized 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 3, 2020**- record date). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the shareholders meeting. Those who turn out to hold the shares only after the record date, shall not be entitled to attend or vote, nor to grant delegation of power of the Appointed Representative.

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 9, 2020**. 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, in accordance with the terms and conditions prescribed above.

Casting votes by correspondence or electronic means is not permitted.

#### **REPRESENTATION AT THE SHAREHOLDERS' MEETING**



### Appointed representative

As per Section 106 of the Decree, all those entitled to attend, may do so only by granting a proxy to the 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.

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 Appointed Representative of the Company.

The proxy form must be granted by submitting the form available at the company's registered office and website: <http://unieurospa.com/en/corporate-governance-2/2020-shareholders-meeting>. The form should be completed in adherence to the instructions contained therein.

The proxy must be submitted, in original, to the Appointed Representative, along with voting instructions, before the end of the day corresponding to the second market day prior to the date of the Shareholders' Meeting in single call (i.e. **June 10, 2020**) in electronic form to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) – Ref. Proxy "Shareholders' Meeting- Unieuro 2020". The proxy may also be delivered to following address: Spafid S.p.A. - Foro Buonaparte 10, 20121 Milan, Italy, with return receipt letter or sent via courier. 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 business day before the scheduled date of the meeting (i.e. **June 10 2020**).

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.

The Company also clarifies that, pursuant to the aforementioned Decree, the Appointed Representative may also be granted proxies or sub-proxies pursuant to article 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4 of TUF.

Hence, those who do not intend to avail themselves of the faculty set forth by Sec. 135-undecies of TUF, may alternatively intervene by conferring, on the same Appointed Representative, a delegation or sub-delegation pursuant to art. 135-novies of the TUF, containing voting instructions on all or some of the proposals on the agenda, by using the proxy / subdelegation form, available on the Company's website (at the address "Unieurospa.com / Corporate Governance / Shareholders' Meetings of the Shareholders / Shareholders' Meeting 2020 ").

Proxies / sub-delegations, pursuant to to Section 135-novies of TUF, must be notified to the Appointed Representative and the Company, according to the procedures indicated in the proxy form posted on the Company's website, by sending a certified email to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).



In order to allow the Company and the Appointed Representative to receive and verify the proxies and / or sub-delegations in advance of the start of the meeting, it is recommended that proxies and / or subdelegations be sent by 12PM of 10 June 2020.

For any clarifications regarding the granting of the proxy to the Appointed Representative (and in particular regarding the filling in of the proxy form and the voting instructions and their transmission), it is possible to contact Spafid via e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at following telephone number (+39) 0280687331 and 0280687319 (on office days, from 9:00AM to 5:00PM).

#### **ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS (AS PER SECTION 126-BIS PAR. 1 OF TUF, FIRST SENTENCE)**

Pursuant to Article 126-bis of TUF, 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 23, 2020**), additions 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 TUF.

Requests to add items to the agenda and additional draft resolutions must be submitted in writing and delivered to the company by 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](mailto:amministrazione@pec.unieuro.com). Please use following captions: "Additions to Meeting Agenda as per Section 126-bis par.1, first sentence, of TUF or Draft Proposals as per Section 126-bis par.1, first sentence, of TUF. Such requests must be accompanied by information regarding the shareholders' identity (including, phone number, if available), 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 meeting. Concomitantly, the Company shall publish, in accordance with section 125-ter of TUF, 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.

**PRESENTATION OF NEWLY PROPOSED RESOLUTIONS, BY THOSE WHO ARE ENTITLED TO VOTE (SECTION 126-BIS PAR. 1, SECOND LAST SENTENCE OF TUF).**

Since participation in the Shareholders' Meeting is allowed only through the Appointed Representative, for the purposes of this Shareholders' Meeting only, it is expected that those who have the right to vote can individually submit to the Company resolution proposals on the items on the agenda - pursuant to art. 126-bis, paragraph 1, penultimate period, of the TUF - by May 28, 2020.

Shareholders for whom the company has received a specific notice from an intermediary, authorized in accordance with applicable legislation, only are entitled to submit proposal for new resolutions.

The aforementioned proposals, formulated in a clear and accurate way, must be submitted in writing, indicating as reference "*Resolution proposals pursuant to art. 126-bis, paragraph 1, penultimate period, TUF*", along with the item of the agenda to which the proposal pertains, a draft text of the resolution, as well as with the information that allows the identification of the subject who proceeds to present them, including - where possible - a telephone number. Such proposal shall be sent to Unieuro S.p.A. within the aforementioned term by sending them via e-mail or certified e-mail to the certified e-mail address [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com).

The proposed resolutions received by the Company will be published on the Company's website at "Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2020" by 29 May 2020, so that the holders of voting rights can view them, for the purpose of conferring proxies and / or subdelegations, with relative voting instructions, to the Appointed Representative.

For the purposes of the foregoing and for the proper conduct of the meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, the completeness of the same and their compliance with the applicable legislation, as well as the right to present them, of the proposers.

In the event of proposals for resolutions, which are alternative to those made by the Board of Directors, the Board's proposal shall be put to vote first (unless it is withdrawn) and, only if this proposal is rejected, will the shareholders' proposals be put to the vote. In the absence of an alternative proposal from the Board of Directors, proposals presented by the shareholders who represent the largest percentage of the share capital shall be put to vote first. Only in the event that the proposal put to vote is rejected, shall the next proposal, in terms of share capital represented, be put to the vote.

**RIGHT TO ASK QUESTIONS BEFORE THE GENERAL MEETING**

Pursuant to Article 127-ter of TUF, 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 must be submitted to the Company in writing, by electronic notice to the certified email address: *amministrazione@pec.unieuro.com*. Questions must be received seven market days prior to the Meeting, that is, **June 15, 2020**.

Please expressly indicate the item on the agenda to which the individual questions refer. The Company will not consider requests received that are not strictly pertinent to the matters on the agenda of the Shareholders' Meeting.

In order to allow those entitled to vote to cast their vote through the Appointed Representative also taking into account the feedback provided by the Company to the requests received before the Shareholders Meeting within the aforementioned term, to the questions received, before the Shareholders' Meeting an answer will be given, by publication on the Company's website at "Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2020", by June 8, 2020. The company reserves the right to issue a single response to questions regarding the same item.

Pursuant to Article 127-ter of TUF, 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.

#### **REPORT ON REMUNERATION POLICY AND EMOLUMENTS PAID.**

It should be noted that the Shareholders' Meeting, pursuant to Section 123-ter of TUF - as recently amended by Legislative Decree no. 49/2019 - is called to vote:

- with a binding vote, on the first section of the Report on the remuneration policy and the emoluments paid, which illustrates the policy of Unieuro S.p.A. regarding the remuneration of the members of the Board of Directors and the Board of Statutory Auditors and of the Executives with Strategic Responsibilities, as well as the procedures used for the adoption and implementation of this policy;
- in a non-binding way, in relation to the second section of the aforementioned Report, which illustrates the remuneration paid to the members of the Board of Directors and the Board of Statutory Auditors and to the Executives with strategic responsibilities pertaining to Financial Year 2019.

#### **ITEM 4 OF THE AGENDA.**

With reference item n. 4 on the agenda, please note that, pursuant to art. 14 of the Articles of Association, the appointment procedure by means of voting lists does not apply, as the Shareholders' Meeting is not called to deal with the renewal of the Board of Directors, as a whole; in fact, the Shareholders' Meeting is called to resolve by majority in compliance with the provisions set forth by the Articles of Association. Further information in this regard is however contained in the specific Report prepared by the Board of Directors published, in accordance with the law, in the manner indicated in the "Documentation" Paragraph of this notice.

#### **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: "Unieurospa.com / Corporate Governance / Shareholders 'Meetings / Shareholders' Meeting 2020" and on the storage mechanism "eMarket STORAGE" at website [www.emarketstorage.com](http://www.emarketstorage.com).

This notice of call is published in its entirety, in accordance with the provisions of Article 125-bis of TUF, and Article 84 of the Issuers' Regulations, on the company's website at: "Unieurospa.com / Corporate Governance / Shareholders 'Meetings / Shareholders' Meeting 2020"; and, in abridged form, on the daily newspaper "QN- Quotidiano Nazionale".

The Company reserves the right supplement or modify the content of this notice if, prior to the Shareholders' Meeting, provisions contained in Section 106 of the Law Decree 17 March 2020, n. 18 are amended or further measures are issued by the competent Authorities in the face of the Covid-19 health emergency, as long as such measures are relevant for the purposes of the meeting proceedings.

Forlì, May 13, 2020

For the Board of Directors

The Chairman

(Stefano Meloni)