

**UNIEURO S.p.A.**  
**PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**  
**pursuant to article 135-novies of Legislative Decree No. 58/1998**

**In accordance with Article 106, paragraph 4, of Law Decree no. 18 of March 17, 2020, as converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of paragraph 3 of art. 1, D.L. 125/2020,, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.**

With reference to the **Ordinary and the Extraordinary Shareholders' Meeting of UNIEURO S.p.A.**, to be held at Studio Notarile Maltoni Scozzoli, in via Mentana 4, Forlì, **on December 17, 2020, at 3:00 pm** on single call, as indicated in the notice of call of the Shareholders' Meeting published in the Company's website at in the section "Unieurospa.com / Corporate Governance / Shareholders' Meetings December 2020" and, in abridged form, in the Italian daily newspaper "QN Quotidiano Nazionale", on November 16, 2020 and having read the Reports on the items on the Agenda made available by the Company (§)

**with this form**

<b>I, the undersigned</b> (party signing the proxy)			Name(*)	Surname (*)	
Born in (*)	on (*)		Tax identification code or other identification if foreign (*)		
resident in(*)	Address (*)				
Phone no. (**)	Email (**)				
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)			
<b>in quality of (tick the box that interests you)(*)</b>					
<input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative (copy of the documentation of the powers of representation to be enclosed) <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify) .....					
Shareholder (if different)	Name Surname/Denomination: (*)				
	Born in (*)	on (*)	Tax identification code or other identification if foreign (*)		
	Registered office /Resident in (*)				
<b>related to</b>					
<b>No. (*)</b>	<b>shares Unieuro S.p.A - ISIN IT0005239881</b>	Registered in the securities account <b>(1)</b> No.	At the custodian	ABI	CAB
referred to the communication (pursuant to Article 83-sexies of D.Lgs. 58/98) <b>(2)</b> No.			supplied by the intermediary:		

**Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid")**, with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

\_\_\_\_\_  
 (Place and date)

\_\_\_\_\_  
 (Signature of the delegating party)

By signing this proxy/subproxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

\_\_\_\_\_  
 (Place and date)

\_\_\_\_\_  
 (Signature of the delegating party)

(§)The Company will process the personal data of the parties concerned in accordance with the information attached

(\*) Mandatory

(\*\*) It is recommended to fill in order to better assist the delegating party.

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Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

**VOTING INSTRUCTIONS**

*(intended for the Delegate only - Tick the relevant boxes)*

The undersigned Signatory of the proxy **(3)**  
*(denomination/personal details)*

hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary and the Extraordinary Shareholders' Meeting to be held at Studio Notarile Maltoni Scozzoli, in via Mentana 4, Forlì, on December 17, 2020, at 3:00 pm on single call, by **Unieuro S.p.A.**

**ORDINARY PART**

**Item 1 – Resolutions on the Company's remuneration policy referred to in the first section of the report pursuant to art. 123-ter paragraph 3-bis of Legislative Decree 24 February 1998 No. 58<sup>1</sup>.**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

<input type="checkbox"/> <b>confirms the instructions</b>	<p style="text-align: center;"><b>Modify the instructions (<u>express preference</u>)</b></p> <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> <b>revokes the instructions</b>	

**Item 2 – Submission for approval of plan granting rights to be allocated ordinary shares of Unieuro S.p.A. on a gratuitous basis such plan entitled the "2020-2025 Performance Shares Plan" reserved for employees and/or directors of Unieuro S.p.A. and/or the other companies belonging to the group of which Unieuro is parent company; inherent and consequent resolutions.**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
------------------------------------	------------------------------------	----------------------------------	----------------------------------

<sup>1</sup> We also draw to your attention the fact that the second section of the Report concerning the policy for remuneration and recompense paid - which sets forth the remuneration of Directors, Statutory Auditors and Managers with Strategic Responsibilities of the Company relating to the year which closed as at 29 February 2020 - will not be put to vote, on grounds that this section has not been subject to any variation, and is thus the same text which received favorable opinion at the Shareholders' Meeting held on 12 June last in accordance with the provisions of paragraph 6 of art. 123-ter TUF.

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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		

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<b>Item 3 – Authorisation for the purchase and disposal of treasury shares; inherent and consequent resolutions.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		

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**EXTRAORDINARY PART**

<b>Item 1 – Proposal that the Board of Directors be authorised pursuant to art. 2443 Italian Civil Code and for a period of five years to run from the date of the relative resolution, to make one or more share capital increases on a gratuitous basis, pursuant to art. 2349 Italian Civil Code, up to a maximum of Euro 180,000 to be allocated in full to capital, such capital increase through issuance of a maximum of 900,000 ordinary shares having no express indication of par value and earmarked for the beneficiaries of the plan entitled the "2020-2025 Performance Shares Plan" giving rise to the grant of rights to receive Unieuro S.p.A. ordinary shares on a gratuitous basis; consequent amendment to Article 6 of the current Articles of Association.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the delegating party)*

<b>INSTRUCTIONS FOR THE FILLING AND SENDING  OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING</b>
<b><u>The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)</u></b>
<ul style="list-style-type: none"> <li>- The proxy must be dated and signed by the delegating party.</li> <li>- Representation may be conferred only for single meetings, with effect also for subsequent calls.</li> <li>- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.</li> </ul> <p>(1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.</p>

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- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.  
(3) Indicate shareholder's name and surname or denomination.

**Instructions for sending**

The proxy with the relating voting instructions shall be received by Spafid S.p.A. together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

by one of the following alternative methods:

- (i) by sending to the address of certified email [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object "Proxy Meeting Unieuro December 2020") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail, the form in electronic file, signed with eligible electronic or digital signature;
- (ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy Meeting Unieuro December 2020), **anticipating this proxy form reproduced electronically (PDF)** through ordinary electronic mail to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object "Proxy Meeting Unieuro December 2020"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

For any additional clarification or information please contact Spafid S.p.A. by email to the address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 0280687331-02.80687319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

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**PROTECTION OF PERSONAL DATA**  
**INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679**

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

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**PRIVACY STATEMENT**  
**PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")**

The personal data contained in the form above will be processed by Unieuro S.p.A., with registered offices in Forlì, in Via Schiaparelli n.31, VAT registration number 00876320409 ("Unieuro"), as Data Controller, for the purposes of:

1) enabling your participation (on your own account or acting as a proxy holder/ substitute of the proxy holder) to the Shareholders' meeting of Unieuro, which will be held on December 17 2020;

2) complying with the applicable laws or authorities' orders.

It is not mandatory for you to give Unieuro your personal data for these purposes; however, if you do not, Unieuro will not be able to allow your participation to the meeting.

The legal basis for processing your personal data for the purposes provided for in:

- point 1) above, is art. 6(1)(b) of the Regulation ("[...] processing is necessary for the performance of a contract to which the data subject is party or in order to take steps at the request of the data subject prior to entering into a contract");

- point 2), is art. 6(1)(c) of the Regulation ("[...] processing is necessary for compliance with a legal obligation to which the controller is subject").

Since the form above may imply the processing of personal data related to other persons (as in case of proxy),

it is specified that in any situation where you decide to share personal data related to other persons, you will be considered as an independent data controller regarding that personal data and must assume all inherent legal obligations and responsibilities. This means, among other things, that you must fully indemnify Unieuro against any complaints, claims or demands for compensation of damages which may arise from the processing of this personal data, brought by the third parties whose information you provide through the form. You must ensure, as well, that the processing you perform is based on an appropriate legal basis pursuant to art. 6 of the Regulation.

Your personal data will not be transferred outside the EES (European Economic Space).

The processing of your personal data for the purposes mentioned above will be carried out with the help of electronic or automated means as well as archiving the paper formats of the documents, and will be performed in accordance with the applicable data protection laws.

The personal data will be kept by Unieuro for the period required by the specific legal obligation or by the applicable law or for the period necessary to comply with the authorities' orders. More information is available writing to Unieuro or to the DPO.

Your personal data will be shared with:

- Legal persons acting typically as data processors on behalf of Unieuro; the list of the data processors is available sending written requests to the Data Controller;

- Public entities, bodies or authorities to whom your personal data may be disclosed, in accordance with the applicable law or binding orders of those entities, bodies or authorities;

- Persons authorised by Unieuro to process personal data needed to carry out activities strictly related to purposes indicated above, who have undertaken an obligation of confidentiality or are subject to an appropriate legal obligation of confidentiality (e.g., employees of Unieuro, Notary in charge of drawing up the minutes of the meeting, etc.).

Your personal data contained in the minutes of the meeting may be published on Unieuro institutional channels, such as on the Corporate website, in accordance with the applicable laws and regulations.

The Data Protection Officer (D.P.O.) is available at the following email address: [privacy@unieuro.com](mailto:privacy@unieuro.com).

Pursuant to Articles 15 et seq. of the Regulation, you, as a data subject, are entitled at any time to exercise your rights to access, correct or update your personal data, to request cancellation or to request the restriction of processing (in the cases provided for by art. 18 of the Regulation), to object to the processing and to exercise the right to obtain a copy of your personal data provided to Unieuro, in a structured, commonly used and machine-readable format (in the cases provided for by art. 20 of the Regulation).

To exercise all your rights described above, written requests can be sent to Unieuro at the following address: Via Schiaparelli n. 31, Forlì or via email at [privacy@unieuro.com](mailto:privacy@unieuro.com).

In any case, please note that, as a data subject, you are entitled to file a complaint with the competent supervisory authorities for the protection of personal data, if you believe that the processing of your personal data carried out is unlawful.