



**UNIEURO S.P.A.**

*REGISTERED OFFICE IN FORLI', PALAZZO "HERCOLANI", VIA PIERO MARONCELLI N. 10*

*SHARE CAPITAL EURO 4,000,000.00, FULLY PAID-UP*

*REGISTRATION NUMBER WITH THE COMPANIES' REGISTER OF FORLI'-CESENA AND TAX  
CODE NO. 00876320409*

**BOARD OF DIRECTORS' EXPLANATORY REPORT ON THE PROPOSAL AT ITEM 1 OF THE  
AGENDA OF THE SHAREHOLDERS' EXTRAORDINARY MEETING OF UNIEURO S.P.A.  
CONVENED ON JUNE 15 2021 IN SINGLE CALL.**



**1. Proposed amendments to the Company's Articles of Association. Related resolutions.**

**1.1 Proposed amendment to Article 13.1 on the majority required for the approval by the outgoing Board of Directors of the list for the appointment of the new Board of Directors;**

**1.2 Proposed amendment to Article 13.9 on the deadline for filing the list submitted by the outgoing Board of Directors;**

**1.3 Proposed amendment to Article 14 on the procedures for electing members of the Board of Directors;**

**1.4 Proposed amendment to Article 17.1 on granting the Board of Directors the authority to appoint the Chairman.**

Dear Shareholders,

This report is prepared pursuant to art. 125-*ter* of Legislative Decree 24 February 1998 No. 58 as subsequently amended ("**TUF**") and art. 72 and Annex 3A of the Consob Regulation adopted by resolution No. 11971 of 14 May 1999 as subsequently amended ("**Issuers Regulation**").

The Board of Directors has convened the Shareholders in this extraordinary sitting to submit for your approval the amendments to the Articles of Association described in this Report. More precisely, the proposed amendments refer to the following articles of said Articles of Association:

1. art. 13.1 on the majority required for approval by the outgoing Board of Directors of the list for the appointment of the new Board of Directors;
2. art. 13.9 on the deadline for filing the list presented by the outgoing Board of Directors;
3. art. 14 on the manner of election of the members of the Board of Directors;
4. art. 17.1 on the granting powers to appoint the Chairman to the Board of Directors

It is envisaged that the proposed amendments listed above shall be put to four separate and specific calls to vote at the Extraordinary Shareholders' Meeting.

The proposed amendments have been drawn up by the Board of Directors in the exercise of its powers of assessment in relation to the corporate governance system to take into account the evolution of the shareholding structure that has occurred following the acquisition by the Company of its status as a public company.

The proposed amendments have the twin-fold purpose of: (a) giving more balance to the representativeness of the (altered) corporate structure within the administrative body, whilst respecting the majority principle and having regard to the requirements of management efficiency and sustainability and (b) ensuring adequate articulation of the offices and functions within the management body, taking into account the need for effective performance of the administrative functions and a balanced composition of the intra-board committees.

The above-mentioned amendments to the Articles of Association do not give rise to any right of withdrawal to any Shareholder who does not vote on the related resolutions, on grounds that said amendments do not fall within the remit of the applicable laws that envisage withdrawal.

We set forth below a comparison between the current articles and the proposed amended texts thereof. The text we proposed be deleted is indicated in strikethrough and the text we proposed be



inserted is in bold type. Each set of article amendments is preceded by a description on its content and the reasons for the proposed amendments.

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### **1.1 Proposed amendment to article 13.1 of the Articles of Association**

Article 13.1 of the Articles of Association, primarily to ensure Company governance continuity, already entitles the outgoing Board of Directors to present its own list of candidates in the event the entire Board is to be replaced. This prerogative is a concrete and efficient instrument to act on the outcomes of the self-assessment process in relation to the optimal qualitative-quantitative composition and the functioning of the board which is carried out annually by the Board of Directors, and constitutes the best assurance that shareholders be proposed candidates who reflect said direction.

To allow directors elected by minorities to be more involved in the list formation process, we propose the below amendments to art. 13.1 of the Articles of Association so as to provide that - by way of derogation from Article 18.7 of the Articles of Association, according to which the Board of Directors validly decides on favorable vote of an absolute majority of the members present - the lists shall be approved by an absolute majority of members in office.

<b>ARTICLE 13.1</b>	
<b>SUBMISSION OF LISTS</b>	
<b>CURRENT TEXT</b>	<b>PROPOSED TEXT</b>
1. The Board of Directors in office and shareholders who alone or in concert represent the percentage of share capital required by applicable laws or regulations are entitled to submit lists.	1. The Board of Directors in office and shareholders who alone or in concert represent the percentage of share capital required by applicable laws or regulations are entitled to submit lists. <b>By way of exception of the provision of the following Article 18.7, the presentation of the list by the Board of Directors shall be resolved on by an absolute majority of the members holding office.</b>

In consideration of the above, we respectfully submit the following resolution proposals for your approval:

*"The Shareholders of Unieuro S.p.A., at an extraordinary Shareholder's meeting:*

- *having examined the Explanatory Report of the Board of Directors;*

*resolves*

- (i) *to amend Article 13.1 of the Articles of Association as follows:*



*“1. The Board of Directors in office and shareholders who alone or in concert represent the percentage of share capital required by applicable laws or regulations are entitled to submit lists. By way of exception to the provisions of the following Article 18.7, the presentation of the list by the Board of Directors shall be resolved on by an absolute majority of the members in office.”*

- (ii) *that they duly authorise the Board of Directors and/or on its behalf the Chief Executive Officer, said authority including the right to sub-delegate all or part of the related tasks, all powers as may be necessary to put the above resolutions into effect and fulfil the relevant regulatory and legislative requirements. Said powers include all those required to complete the formalities to enable registration of the resolutions with the Register of Companies in accordance with article 2436 of the Civil Code and the right to make non-substantial modifications and additions to the resolutions and the Articles of Association as may be requested by the competent authorities or by the notary public or in any case as may be deemed appropriate.”*

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### **1.2 Proposed amendment to article 13.9 of the Articles of Association**

The amendment to art. 13.9 of the Articles of Association that is submitted for your approval provides that any list of the outgoing Board of Directors shall be presented no later than the thirtieth day prior to the date fixed for the Shareholders' Meeting to resolve on the appointment of the Directors, which term is five days earlier than the ordinary legal deadline for the filing of the lists, so that the Shareholders have more time for their evaluation of the proposed candidacies.

It is understood that the below amendments do not in any way limit the right to submit lists by those entitled to do so by law.

<b>ARTICLE 13.9</b>	
<b>SUBMISSION OF LISTS</b>	
<b>CURRENT TEXT</b>	<b>PROPOSED TEXT</b>
<p>9. The lists shall be submitted within the period prescribed by the applicable legislation referred to in the convocation notice, at the Company's registered office or electronically, as stated in the notice.</p>	<p><b>9. Lists, if any, submitted by the Board of Directors shall be filed at the Company's registered offices and a copy shall or be sent to the Company by means of remote communication within the thirtieth day prior to the date of the Shareholders' Meeting. Without prejudice to the foregoing, lists shall be submitted within the period prescribed by the applicable legislation referred to in the convocation notice, at the Company's</b></p>



	registered office or electronically, as stated in the notice.
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In consideration of the above, we respectfully submit the following resolution proposals for your approval:

*"The Shareholders of Unieuro S.p.A., at an extraordinary Shareholder's meeting:*

- having examined the Explanatory Report of the Board of Directors;*

**resolve**

- (i) to amend Article 13.9 of the Articles of Association as follows:  
"Lists, if any, submitted by the Board of Directors shall be filed at the Company's registered offices and a copy shall or be sent to the Company by means of remote communication within the thirtieth day prior to the date of the Shareholders' Meeting. Without prejudice to the foregoing, lists shall be submitted within the period prescribed by the applicable legislation referred to in the convocation notice, at the Company's registered office or electronically, as stated in the notice."*
- (ii) that they duly authorise the Board of Directors and/or on its behalf the Chief Executive Officer, said authority including the right to sub-delegate all or part of the related tasks, all powers as may be necessary to put the above resolutions into effect and fulfil the relevant regulatory and legislative requirements. Said powers include all those required to complete the formalities to enable registration of the resolutions with the Register of Companies in accordance with article 2436 of the Civil Code and the right to make non-substantial modifications and additions to the resolutions and the Articles of Association as may be requested by the competent authorities or by the notary public or in any case as may be deemed appropriate."*

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**1.3 Amendments to article 14 of the Articles of Association**

The current Articles of Association of Unieuro provide that - irrespective of the total number of directors on the Board of Directors, which shall in any case be an odd number, and as determined by the Shareholders' Meeting at the time of their appointment, from a minimum of 7 (seven) to a maximum of 15 (fifteen) directors - all such directors, save for one, shall be selected from the list that obtained the highest number of votes, in the progressive order in which they were listed. Thus, if three or more lists of candidates were presented, only the second most voted list would be taken into account for the selection of a director on the management body.

The proposed amendments to the manner of appointment of the Board of Directors, within the terms specified below, provide for:

- (a) an increase in the number of directors representing minorities;



(b) application solely to the component of the administrative body appearing on lists other than that which obtained the highest number of votes ("**minority list/s**" or "**minorities**") and provision of proportionality criteria based on the "ratios" method; and

(c) an automatic mechanism to complete the Board of Directors should the list that obtains the highest number of votes contain an insufficient number of candidates to cover the seats required to be filled under the Articles of Association.

Further details have also been provided concerning the implementation of automatic replacement mechanisms to ensure that, at the end of the election, is ensured the correct composition of the Board of Directors with regard to gender balance and independence requirements, as already provided for by the current Articles of Association.

#### *Increase in the number of minority directors*

To ensure adequate representation of the various components of the shareholder structure, thus encouraging the participation of minority shareholders - without prejudice to the requirement that a minimum and maximum number of directors be maintained - we propose that art. 14 of the Articles of Association be amended to provide that the directors as shall be chosen from the list that obtained the highest number of votes according to the sequential order in which the candidates were listed, shall constitute five-sevenths of the directors up for election, rather than all the directors except one. This number may be rounded down to a lower unit in the case it results in a fractional number. The remaining directors shall be selected from the minority lists.

#### *Ratio Mechanism*

In order to encourage, as far as possible, participation by minorities in the Board of Directors election process, whilst preserving the need to have a list mechanism that is workable in all scenarios, we would propose that art. 14 of the Articles of Association be amended to provide for the application of proportional criterion as regards the election of the Board of Directors, based on the ratio method, such method to be applied only to the component of the administrative body representing minorities.

To this end, votes for each of the minority lists shall be divided by one, two, three, four and so on according to the number of directors to be elected. The ratios thus obtained will be applied to the candidates on each of these lists, in the progressive order respectively envisaged therein. The ratios thus attributed to the candidates on the various minority lists shall be ranked in decreasing order and the directors elected shall be those obtaining the highest ratios.

In the event of a ratio tie between candidates, the elected candidate shall be taken from the list from which no director has yet been selected or from that which the lowest number of directors have been elected. In the event that none of these lists has yet elected a director or all of them have elected the same number of directors, then from within these lists the candidate of the one who has obtained the highest number of votes shall be elected. If, on the other hand, the ratio tie between two or more candidates is due equal votes obtained on the respective minority lists, then a Shareholders Meeting shall be called to vote on the election and the candidate who obtains a simple majority of votes shall be elected. In any case at least one director must be taken, if presented and voted on, from a list submitted by members not connected, even indirectly, with those who have who submitted or voted the list that will have obtained the majority of votes cast.

#### *Automatic completion of the Board of Directors automatic replacement of candidates.*



Considering the nature of the Company as a public company, and therefore the absence of a reference shareholder, it is plausible to envisage that a scenario could arise in which the list that obtained the simple majority of votes at the Shareholders' Meeting leads to a number of candidates which is lower than that for which art. 14 of the Articles of Association reserves to the top-voted list in terms of number of votes; consequently it would not be possible to proceed with the appointment of the entire Board without resorting to further voting in accordance with the closing provisions contained in art. 14.7 of the current Articles of Association. The scenario outlined above could, moreover, prevent those shareholders who participate by proxy based on the mechanisms through which they give voting instructions to their representatives, from expressing their opinion at the meeting.

In light of the above, to ensure a smoother and more orderly execution of the procedure for appointing the Board of Directors, we propose that art. 14 of the Articles of Association be amended to include an automatic completion mechanism for lists. More precisely, we propose that, should the list that obtains the most votes ("**majority list**") contain an insufficient number of candidates to cover five-sevenths (with rounding down to the lower unit in the case the outcome is a fractional number) of the places to be filled in accordance with the new mechanism proposed under paragraph 2 of art. 14 once the new mechanism for the election of the Board of Directors pursuant to art. 14 paragraph 2 letters a) and b) Articles of Association has been applied, the elected candidates for completion of the Board of Directors, shall be those taken from: (i) all the candidates of the majority list; and (ii) the residual candidates on the minority list that is second in terms of number votes necessary to complete the Board of Directors, according to the progressive order indicated therein. Directors already elected pursuant to art. 14 paragraph 2 lett. b) are not taken into account. If it is not possible to complete the Board of Directors in the manner described above - thus on presenting both the majority list and the minority list that is second based on number of votes there is a number of candidates lower than that which is necessary, the remaining directors shall be taken from the other minority lists in descending order starting with the highest voted first and moving down to the next list as the candidates are exhausted in the preceding list based on number of votes.

If after the vote and the application of both the new mechanism of election of the Board of Directors referred to in art. 14 paragraph 2 lett. a) and b) of the Articles of Association and the mechanism of automatic completion of the Board of Directors pursuant to art. 14 paragraph 3 of the Articles of Association, the outcome is that a gender balance and/or the independence requirements are not achieved as provided by the applicable legislation and regulations, the necessary number of elected candidates shall be excluded and substituted by candidates from the under-represented class in progressive order of their listing, as shall be taken from the same list on which the excluded candidates appear. Replacements shall be made with reference firstly to those belonging to the under-represented gender and secondly to those in possession of the independence requirements.

This replacement mechanism shall be firstly applied in sequential order, to the lists from which no director of the missing class has been chosen, starting with that which has obtained the most votes. Should this process not be sufficient, or should all the lists presented list at least one director in possession of the requirements of the missing class, the replacement shall be applied, in sequential order, to all the lists, starting with that which received the most votes.

Within the lists, the replacement of excluded candidates shall be effected starting from the candidates having the highest progressive number. The replacement mechanism is not operative in relation to candidates taken from lists that presented less than three candidates.

In the event that, as a result of the application of all mechanisms described above: (a) it is not possible to complete the Board of Directors on grounds that the total number of candidates listed in all the lists presented leads to a number which is less than the number of directors required to be elected and/or (b) the gender balance and/or the independence requirements are not achieved as provided by the applicable legislation and regulations, as a residual capture mechanism, for the sake of completion and/or replacement, the Shareholders' Meeting shall resolve on a simple majority to select the candidates individually put up for vote.

<b>ARTICLE 14</b>	
<b>ELECTION OF THE BOARD OF DIRECTORS</b>	
<b>CURRENT TEXT</b>	<b>PROPOSED TEXT</b>
1. All those entitled to vote may only vote for one list.	Unchanged.
<p>2. Candidates from the two lists with the highest number of votes will be elected, according to the following criteria:</p> <p>a) from the list that obtained the highest number of votes (the “majority list”), all members bar one will be taken, according to the sequential order in which they were listed;</p> <p>b) the remaining director will be taken from the list that obtained the second-highest number of votes at the shareholders’ meeting (the “minority list”), which may not be connected in any way, even indirectly, with those who submitted or voted for the list obtaining the highest number of votes</p>	<p><del>2. Candidates from the two lists with the highest number of votes will be elected</del> <b>Election of the Board of Directors shall be</b> according to the following criteria:</p> <p>a) <b>Members making up five-sevenths of the members up for election, as this number may be rounded down in the case the result is a fractional number</b>, will be taken from the list that obtained the highest number of votes (the “<b>majority list</b>”), <del>all members bar one</del> according to the sequential order in which they were listed;</p> <p>b) the remaining directors will be taken from <b>the other lists</b> <del>that obtained the second-highest number of votes at the shareholders’ meeting (the “minority lists”), which may not be connected in any way, even indirectly, with those who submitted or voted for the list obtaining the highest number of votes</del> <b>and to that end, votes for each of the minority lists shall be divided by one, two, three, four and so forth according to the number of directors to be elected. The ratios thus</b></p>



	<p>obtained will be applied sequentially to the candidates on each of these lists in the progressive order envisaged therein. The ratios thus attributed to the candidates on the various lists shall be ranked in decreasing order. The directors elected shall be those obtaining the highest ratios.</p> <p>In the event of a ratio tie between candidates, the elected candidate shall be taken from the list from which no director has yet been selected or from that which the lowest number of directors have been elected.</p> <p>If no director has yet been elected from said lists or if there is a tie between the number of directors voted on in relation to the lists, then the candidate obtaining the highest number of votes on such lists will be elected.</p> <p>In the event of a tie in terms of both list vote and ratio, then a Shareholders Meeting shall be called to vote on the election and the candidate who obtains a simple majority of votes shall be elected.</p> <p>The above procedure is subject to the requirement that at least one director must be taken, if presented and voted on, from a list presented by shareholders not connected, whether directly or indirectly, with those who presented or voted on the list that obtained the majority of the votes cast.</p>
<p>3. In the event of a tie between two or more lists, the votes obtained by the lists are divided by one, two, three and so on, depending on the number of directors to be appointed. The</p>	<p><u>Paragraph 3 has been merged into paragraph 2 and amended as indicated above. Without prejudice to the changes to the paragraphs indicated below (respectively, marked in strike-</u></p>

<p>resulting ratios are assigned sequentially to the potential candidates on each of the lists in the respective order established by each list. The ratios assigned to potential candidates from the various lists are ranked in decreasing order. The potential candidates who obtained the highest ratios are elected. If several potential candidates obtain the same ratio, the potential candidate from the list which has not yet elected any director or that has elected the fewest directors will be elected. If none of these lists has yet elected a director, or if all of them have elected the same number of directors, the candidate obtaining the highest number of votes on such lists will be elected. In the event of a tie in terms of both list vote and ratio, the shareholders' meeting will vote again and the candidate obtaining the simple majority of votes will be elected.</p>	<p><u>through to show deletions and in bold to show addition of new text), paragraphs consequently require re-numbering.</u></p>
<p>4. If upon completion of the voting process the number of directors elected who meet the independence requirements provided by applicable legislation and regulations is not sufficient, the last candidate to be elected who does not meet these requirements on the list that obtained the most votes will be excluded to be replaced by the next candidate who meets the independence requirements from the same list as the excluded candidate.</p>	<p><i>Paragraph 4. is deleted in its entirety and replaced by the following:</i></p> <p><b>3. In the event that the majority list contains an insufficient number of candidates to cover the seats to be filled in accordance with the above paragraph 2, the elected candidates shall be: (i) all those on the majority list; and (ii) notwithstanding application of the election mechanism under said paragraph 2, the remaining candidates, taken from the minority list which is second in terms of the number of votes required to complete the Board of Directors according to the progressive order indicated therein</b></p> <p><b>If it is not possible to complete the Board of Directors in the manner described above – thus presenting the minority list that is second based on number of votes leads to a</b></p>

	<p>number of candidates lower than that required, the remaining directors shall be taken from the other minority lists in descending order starting with the highest voted first and moving down to the next list as the candidates are exhausted in the preceding list based on number of votes</p>
<p>5. If after the vote and the application of the preceding paragraph a gender balance is not achieved as provided by the applicable legislation and regulations, the candidate from the most represented gender elected last in order from the list with the highest number of votes will be excluded and replaced by the first unelected candidate in numerical order on the same list and from the least represented gender.</p>	<p><del>5.4</del> If, after the vote and the application of <del>preceding paragraphs 2 and 3 above</del>, the <b>outcome is that a gender balance and/or the minimum number of the directors in possession of the independence requirements are</b> not achieved as provided by the applicable legislation and regulations, <del>the candidate from the most represented gender elected last in order from the list with the highest number of votes will be excluded and replaced by the first unelected candidate in numerical order on the same list and from the least represented gender</del> <b>the necessary number of elected candidates shall be excluded and substituted by candidates from the under-represented class in progressive order of their listing, as shall be taken from the same list on which the excluded candidates appear. Replacements shall be made with reference firstly to those belonging to the under-represented gender and secondly to those in possession of the independence requirements.</b></p> <p><b>This replacement mechanism shall be firstly applied in sequential order, to the lists from which no director of the missing class has been chosen, starting with the that which has obtained the most votes. Should this process not be sufficient, or should all the lists presented list at least one director in possession of the requirements of the</b></p>

	<p>missing class, the replacement shall be applied, in sequential order, to all the lists, starting with that which received the most votes.</p> <p>Within the lists, the replacement of excluded candidates shall be effected starting from the candidates having the highest progressive number. The replacement mechanism is not operative in relation to candidates taken from lists that presented less than three candidates.</p>
<p>6. If only one list is submitted, the entire Board of Directors is elected from that list in accordance with applicable legislation and regulations. If no list is submitted, the shareholders' meeting will act in accordance with the statutory majority.</p>	<p><i><u>This paragraph has been renumbered only (5).</u></i></p>
<p>7. If fewer candidates are elected based on the lists submitted than there are directors to be elected, the remainder will be elected by the shareholders' meeting, which will ensure that the minimum number of independent directors are elected and that the gender balance required under applicable legislation and regulations is achieved.</p>	<p><i>Paragraph 7. is deleted in its entirety and replaced by the following:</i></p> <p><b>6. In all those cases in which, as a result of the application of the preceding provisions: (a) it is not possible to complete the Board of Directors and/or (b) gender balance is not achieved or an insufficient number of directors in possession of the independence requisites are elected, having regard to the legislation and regulations in force, then the completion or replacement, as the case may be, shall be effected pursuant a resolution passed at the Shareholders' Meeting with a simple majority on those candidates put to vote individually.</b></p>
<p>8. If no lists are submitted or if the directors are not appointed for any reason in accordance with the procedures established here in, the shareholders' meeting will act according to the</p>	<p><del>8.</del> <b>7. If no lists are submitted or if the directors are not appointed for any reason in accordance with the procedures established here in, the entire Board of Directors is not elected, the</b></p>



statutory majority, in compliance with any minimum allotment ratio between genders (male and female) provided by law and regulations.	shareholders' meeting will act according to the statutory majority, in compliance with any minimum allotment ratio between genders (male and female) provided by law and regulations.
9. The list vote system only applies when the entire Board of Directors is being replaced.	<del>9 The list vote system only applies when the entire Board of Directors is being replaced.</del>

In consideration of the above, we respectfully submit the following resolution proposals for your approval:

*"The Shareholders of Unieuro S.p.A., at an extraordinary Shareholder's meeting:*

- having examined the Explanatory Report of the Board of Directors;*

**resolve**

*(i) article 14 of the Articles of Association as follows:*

*"1. All those entitled to vote may only vote for one list.*

*2. Election of the Board of Directors shall be according to the following criteria:*

*a) Members making up five-sevenths of the members up for election, as this number may be rounded down in the case the result is a fractional number, will be taken from the list that obtained the highest number of votes (the "**majority list**"), all members bar one according to the sequential order in which they were listed;*

*b) the remaining directors will be taken from the other lists (the "**minority lists**"), and to that end, votes for each of the minority lists shall be divided by one, two, three, four and so forth according to the number of directors to be elected. The ratios thus obtained will be applied sequentially to the candidates on each of these lists in the progressive order envisaged therein. The ratios thus attributed to the candidates on the various lists shall be ranked in decreasing order. The directors elected shall be those obtaining the highest ratios.*

*In the event of a ratio tie between candidates, the elected candidate shall be taken from the list from which no director has yet been selected or from that which the lowest number of directors have been elected*

*If no director has yet been elected from said lists or if there is a tie between the number of directors voted on in relation to the lists, then the candidate obtaining the highest number of votes on such lists will be elected.*

*In the event of a tie in terms of both list vote and ratio, then a Shareholders Meeting shall be called to vote on the election and the candidate who obtains a simple majority of votes shall be elected.*



*The above procedure is subject to the requirement that at least one director must be taken, if presented and voted on, from a list presented by shareholders not connected, whether directly or indirectly, with those who presented or voted on the list that obtained the majority of the votes cast.*

*3. In the event that the majority list contains an insufficient number of candidates to cover the seats to be filled in accordance with the above paragraph 2, notwithstanding application of the election mechanism under said paragraph 2, (i) all candidates of the majority list; and (ii) the remaining candidates, taken from the minority list which is second in terms of the number of votes required to complete the Board of Directors according to the progressive order indicated therein, shall be elected.*

*If it is not possible to complete the Board of Directors in the manner described above – thus presenting the minority list that is second based on number of votes leads to a number of candidates lower than that required, the remaining directors shall be taken from the other minority lists in descending order starting with the highest voted first and moving down to the next list as the candidates are exhausted in the preceding list based on number of votes*

*4. If, after the vote and the application of preceding paragraphs 2 and 3 above, the outcome is that gender balance and the independence requirements are not achieved as provided by the applicable legislation and regulations, the necessary number of elected candidates shall be excluded and substituted by candidates from the under-represented class in progressive order of their listing, as shall be taken from the same list on which the excluded candidates appear.*

*Replacements shall be made with reference firstly to those belonging to the under-represented gender and secondly to those in possession of the independence requirements.*

*This replacement mechanism shall be firstly applied in sequential order, to the lists from which no director of the missing class has been chosen, starting with that which has obtained the most votes. Should this process not be sufficient, or should all the lists presented list at least one director in possession of the requirements of the missing class, the replacement shall be applied, in sequential order, to all the lists, starting with that which received the most votes.*

*Within the lists, the replacement of excluded candidates shall be effected starting from the candidates having the highest progressive number. The replacement mechanism is not operative in relation to candidates taken from lists that presented less than three candidates.*

*5. If only one list is submitted, the entire Board of Directors shall be taken from that list in accordance with applicable legislation and regulations. If no list is submitted, the shareholders' meeting shall act on majority vote in accordance with the law.*



6. In all those cases in which, as a result of the application of the preceding provisions: (a) it is not possible to complete the Board of Directors and/or (b) gender balance is not achieved or an insufficient number of directors in possession of the independence requisites are elected, having regard to the legislation and regulations in force, then the completion or replacement, as the case may be, shall be effected pursuant a resolution passed at the Shareholders' Meeting by simple majority on those candidates put to vote individually.

7. If no lists are submitted or if, the entire Board of Directors is not elected, the shareholders' meeting shall act on majority vote in accordance with the law, respecting any minimum allotment ratio between genders (male and female) provided by law and regulations."

- (ii) that they duly authorise the Board of Directors and/or on its behalf the Chief Executive Officer, said authority including the right to sub-delegate all or part of the related tasks, all powers as may be necessary to put the above resolutions into effect and fulfil the relevant regulatory and legislative requirements. Said powers include all those required to complete the formalities to enable registration of the resolutions with the Register of Companies in accordance with article 2436 of the Civil Code and the right to make non-substantial modifications and additions to the resolutions and the Articles of Association as may be requested by the competent authorities or by the notary public or in any case as may be deemed appropriate."

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**1.4 Amendments to Article 17.1 of the Article of Association**

The current Articles of Association provide that the appointment of the Chairman of the Board of Directors shall be made by the Board of Directors only in the event that his/her appointment has not been made at the Shareholders' Meeting.

The amendment to art. 17.1 which is submitted for your approval provides, for the purpose of involving all directors chosen by way of the shareholders' election process in the Chairman selection process - a role positioned to oversee the functioning of the management body - that the Chairman appointment shall be the sole competence of the Board of Directors. Said proposal is also with a view to ensuring more fluid operational management of the Board itself.

We further propose that the secretary may be elected by the Board of Directors "including from outside its own members".

<b>ARTICLE 17.1</b>	
<b>CHAIRMAN OF THE BOARD OF DIRECTORS</b>	
<b>CURRENT TEXT</b>	<b>PROPOSED TEXT</b>



<p>1. The Board shall appoint one of its members as Chairman, unless the shareholders' meeting has already done so; it may also appoint one or more vice chairmen and a secretary.</p>	<p>1. The Board shall appoint one of its members as Chairman <del>unless the shareholders' meeting has already done so</del>; it may also appoint one or more vice chairmen and a secretary <b>including from outside its own members.</b></p>
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In consideration of the above, we respectfully submit the following resolution proposals for your approval:

*"The Shareholders of Unieuro S.p.A., at an extraordinary Shareholder's meeting:*

- having examined the Explanatory Report of the Board of Directors;*

**resolve**

- (i) to amend article 17 of the Articles of Association as follows:*

*"1. The Board shall appoint one of its members as Chairman; it may also appoint one or more vice chairmen and a secretary including from outside its own members.*

- (ii) that they duly authorise the Board of Directors and/or on its behalf the Chief Executive Officer, said authority including the right to sub-delegate all or part of the related tasks, all powers as may be necessary to put the above resolutions into effect and fulfil the relevant regulatory and legislative requirements. Said powers include all those required to complete the formalities to enable registration of the resolutions with the Register of Companies in accordance with article 2436 of the Civil Code and the right to make non-substantial modifications and additions to the resolutions and the Articles of Association as may be requested by the competent authorities or by the notary public or in any case as may be deemed appropriate."*

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CHIEF EXECUTIVE OFFICER  
STEFANO MELONI