



UNIEURO S.P.A.

REGISTERED OFFICE IN FORLÌ, PALAZZO "HERCOLANI", VIA PIERO MARONCELLI N. 10

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

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

**BOARD OF DIRECTORS' EXPLANATORY REPORT ON THE PROPOSAL AT ITEM NO. 2 OF THE
AGENDA OF THE SHAREHOLDERS' ORDINARY MEETING OF UNIEURO S.P.A. CONVENED ON JUNE
15 2021 IN SINGLE CALL.**



2. Allocation of profits from the business year and proposal for the distribution of a dividend. Related resolutions.

Dear Shareholders,

Whereas:

- the net profit for the year is Euro 54,431,041 as is shown in the annual financial statements as at February 28 2021;
- pursuant to art. 2430 of the Italian Civil Code, at least one-twentieth of the annual net profits must be allocated to the reserve fund up to one fifth of the share capital;

The proposal is put forward that the above-mentioned net profit of Euro 54,431,041 for the financial year 2020-2021 be allocated in accordance with the provisions of art. 26 of the company Articles of Association:

- Euro 10,544 to the reserve fund;
- the remainder to be earmarked for distribution of a dividend to Shareholders and if necessary, to available and distributable extraordinary Reserve.

We remind you that, at the Shareholders' Meeting of June 12 2020, the Board of Directors deemed it appropriate to derogate from the dividend policy and instead it proposed that you allocate the entire profit for the financial year to the available and distributable Extraordinary Reserve fund mindful of the need to take into account the economic environment impacted by the COVID-19 pandemic and to further and prudently strengthen the Company's financial structure.

At said Shareholders' Meeting, the Board's proposal to abstain from distributing a dividend at that time was duly approved.

Today, in light of the results that have been achieved during the year in question, the Board of Directors invites you to approve a distribution of a dividend per share of a gross amount of Euro 2.6 for each ordinary share issued as at the ex-date, consistent with the dividend policy of Unieuro, which provides for the annual payout of dividends in an amount not less than 50% of the Company's Adjusted Net Income. This value was determined in order to compensate the shareholders for having waived their right to a dividend last year and to share with them the excellent results achieved. Said dividend shall be paid starting from 23 June 2021, with entitlement to payment as provided for under art. 83-*terdecies* of Legislative Decree February 24 1998 No. 58 and art. 2.6.6, paragraph 2 of the Rules of the Markets organised and managed by Borsa Italiana S.p.A. on 22 June 2021 (the "record date") and subject to coupon-detachment No. 4 on 21 June 2021 ("ex-date").

In virtue of the above, we therefore respectfully propose that you pass the following resolution:

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

- *having examined the draft financial statements as at February 28 2021 submitted by the Board of Directors;*
- *having examined the explanatory report of the Board of Directors;*

resolves



that the net profit for the financial year 2020-2021 in the amount of Euro 54,431,041 be allocated as follows:

- Euro 10,544 to the reserve fund;
- for distribution to the Shareholders as a dividend per share, a gross amount of Euro 2.6 for each ordinary share issued as at the ex-date, such dividend to be paid starting from 23 June 2021, with entitlement to payment as provided for under art. 83-terdecies of Legislative Decree February 24 1998 No. 58 and art. 2.6.6, paragraph 2 of the Rules of the Markets organised and managed by Borsa Italiana S.p.A., on 22 June 2021 (the "record date") and subject to coupon-detachment No.4 on 21 June 2021;
- that the Board of Directors shall be duly empowered (and may sub-delegate said powers) to ascertain in due course, based on the exact final number of ordinary shares issued as the ex-date, the amount to be allocated to available and distributable extraordinary reserve of profits."

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Forlì, May 13, 2021

ON BEHALF OF THE BOARD OF DIRECTORS
THE CHAIRMAN OF THE BOARD OF DIRECTORS
STEFANO MELONI