

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, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, 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

Declaration of the Appointed Representative - 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.

With reference to the **Ordinary and Extraordinary General Meeting of Unieuro S.p.A.** to be held at the notary public's offices situated at Studio Maltoni e Scozzoli, Via Mentana, 4, Forlì, on 15 June 2021, at 3 p.m., **in single call**, as set forth in the notice of the shareholders' meeting published on the Company's website at <https://www.unieuro.com>, in the "Corporate Governance/ Shareholders' Meetings / Shareholders' Meeting 2021" section on 14 May 2021 and in abridged form in the daily newspaper "QN- Quotidiano Nazionale", as integrated on 28 May 2021, and having regard to the Reports on the items on the Agenda made available by the Company (§)

Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.

PROXY FORM

Complete with the information requested at the bottom of the form (§)

I, the undersigned (party signing the proxy)

(Name and 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. (*)

(§) The Company will process the personal data in accordance with the attached information.

(*) Mandatory. (**) It is recommended to fill.

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in quality of (tick the box that interests you) (*)

- shareholder with the right to vote** *OR IF DIFFERENT FROM THE SHARE HOLDER*
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge bearer usufructuary custodian manager other (specify)

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)	
	Born in (*)	On (*) Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)	

Related to

No. (*) _____ **shares ISIN CODE** _____ Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. _____ **Supplied by the intermediary:** _____

(to be filled in with information regarding any further communications relating to deposits)

DELEGATES/SUB DELEGATES SOCIETÀ PER AMMINISTRAZIONI FIDUCIARIE SPAFID S.P.A. ("SPAFID"), with registered office in Milan, Tax Code no. 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

- DECLARES**
- that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
 - to have requested from the custodian the communication for participation in the Meeting as indicated above;
 - that there are no reasons for incompatibility or suspension of the exercise of voting rights;
 - (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

AUTHORIZE Spafid and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information.

*(Place and Date) ** *(Signature) **

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VOTING INSTRUCTIONS

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned (3) *(Personal details)*

(indicate the holder of the right to vote only if different - name and surname / denomination)

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of Unieuro to be held on 15 June 2021, at 3 p.m., in single call, at the notary public's offices situated at Studio Maltoni e Scozzoli, Via Mentana, 4, Forlì by Unieuro S.p.A.

RESOLUTIONS SUBJECT TO VOTING

Ordinary Part

1. Financial Statements as at February 28th 2021, accompanied by the Management Report of the Board of Directors and including the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Presentation of the Consolidated Financial Statements as at February 28th 2021 and the non-financial consolidated statement drawn up pursuant to Legislative Decree 254/2016.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

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

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

3. Report concerning the policy for remuneration and recompense paid:

3.1 resolutions on the Company's remuneration policy referred to in the first section of the report pursuant to art. 123-ter paragraphs 3-bis and 3-ter of Legislative Decree of 24 February 1998 No. 58;

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

3.2 resolutions on the second section of the report pursuant to art. 123-ter paragraph 6 of Legislative Decree of 24 February 1998 No. 58.

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

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4. Proposal that the remuneration of the Board of Directors be increased. Related Resolutions.

Proposal of the Board of Directors

Tick only one box **In Favour** **Against** **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

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : _____ **Against** **Abstain****5. Proposal that the remuneration of the Board of Auditors be increased. Related Resolutions.**

Proposal of the Board of Directors

Tick only one box **In Favour** **Against** **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

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : _____ **Against** **Abstain****6. Appointment of No. 2 (two) Directors, subject to the increase from No. 9 (nine) to No. 11 (eleven) of the number of the members of the Board of Directors. Related and consequent resolutions.**

Proposal submitted jointly by the shareholders Iliad S.A. and Iliad Holding S.p.A.

Tick only one box **In Favour** **Against** **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

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

Extraordinary Part

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

Proposal of the Board of Directors

Tick only one box

In Favour

Against

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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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

Proposal of the Board of Directors

Tick only one box

In Favour

Against

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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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

Proposal of the Board of Directors

Tick only one box

In Favour

Against

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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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

Proposal of the Board of Directors

Tick only one box

In Favour

Against

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

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain



*(Place and Date) **

*(Signature) **

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DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

Tick only one box

In Favour

Against

Abstain



_____ *(Place and Date) **

_____ *(Signature) **

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INSTRUCTIONS FOR THE FILLING AND SUBMISSION

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)

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (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.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received 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,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (subject line "Proxy for Unieuro 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Unieuro 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to assemblee@pec.spafid.it (Subject line: "Proxy for Unieuro 2021 Shareholders' Meeting")

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.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, together with GDPR, "**Privacy Legislation**"), Spafid S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter the "**Company**" or "**the Controller**") as data controller, is required to an information notice on the use of personal data.

a) Purpose of the processing and why your personal data is required

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the execution of contractual obligations, arising from the mandate conferred by the Delegator (or his representative) to the Appointed Representative, concerning representation at the Shareholders' Meeting and the expression of the vote; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

b) Legal ground

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

c) Processing logics

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

d) Categories of data processed

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

e) Communication and dissemination of data

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at www.spafid.it - "Privacy" section. Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses). Personal data processed by the Company are not subject to dissemination.

f) Data retention

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they where processed, therefore taking into account:

- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

g) Rights of the data subject

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR). Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: privacy_emittenti@spafid.it. The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.

h) Controller and Data Protection Officer

The data controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

Società per Amministrazioni Fiduciarie

"SPAFID" S.p.A.

INFORMATION PURSUANT TO ART. 13 AND 14 OF EU REGULATION 2016/679 FOR PARTICIPANTS IN THE SHAREHOLDERS' MEETING

We inform you that, pursuant to art. 13 and 14 of EU Regulation 2016/679 (hereinafter "**Regulation**" or "**GDPR**"), your personal data may be processed by Unieuro S.p.A. – with registered office in Via Piero Maroncelli n.10, 47121 - Forlì (FC), at Palazzo Hercolani, Tax Code and VAT number 00876320409 –, as data controller (hereinafter "**Owner**" or "**Unieuro**"), within the of the activity related to his participation in the Shareholders' Meeting of the aforementioned company.

For any information concerning the processing of your personal data by Unieuro, you can write to the e-mail address privacy@unieuro.com. The Data Controller has a Data Protection Officer ("**DPO**") who is available at the e-mail address dpo@unieuro.com. The object of treatment by Unieuro is your personal data, so-called municipalities, suitable for revealing his identity (for example, name and surname, contact details, identity document number) as well as audio / video recordings of the meeting.

If you communicate personal data of third parties (for example, by filling in the proxy forms), you act as an independent data controller, assuming all the obligations and responsibilities of the law. In this sense, on this point, it confers the widest indemnity with respect to any dispute, claim, request for compensation for damage from treatment, etc. that it should come from such third parties whose data have been processed in violation of the applicable personal data protection rules. In any case, should it provide or otherwise process personal data of third parties, it guarantees from now - assuming all related responsibility - that this particular processing hypothesis is based on an appropriate legal basis pursuant to the Regulation which legitimizes the processing of personal data.

Your personal data will be processed by the Data Controller in order to:

- 1) allow it to participate (on its own or as a proxy / substitute of the proxy) in the ordinary / extraordinary Shareholders' Meeting and in particular in order to verify the regular constitution of the shareholders' meeting, ascertain the identity of the participants, carry out further obligations and formalities for the assembly and corporate meetings, as well as for sending corporate communications and documentation or information communications;
- 2) fulfill legal obligations, regulations or orders of authority, including transparency and publicity obligations (among these, by way of example, the obligations to publish the minutes of the shareholders' meeting on the institutional website of the Company, the voting expressions of the participants, etc.);

Furthermore, if you have delegated a designated Representative for participation in the meeting or another person, your personal data and the expressions of your vote will be provided to Unieuro by such designated Representative or by such delegate. This is in order to allow (i) the formulation of questions during the meeting; (ii) to notify Unieuro of the proxies granted by you to its representatives, (iii) the exercise of your right to vote.

Unieuro will process your personal data to allow you to exercise these rights.

The provision of personal data for these purposes is optional; however, in the absence of such conferment it will not be possible to allow it to participate in the Shareholders' Meeting.

The legal basis of the processing for the purposes referred to:

- in point 1) above is art. 6 (1) (b) of the Regulations ("[...] the processing is necessary for the execution of a contract of which the interested party is a party or for the execution of pre-contractual measures adopted at the request of the same");
- in point 2) above is art. 6 (1) (c) of the Regulation ("[...] the processing is necessary to fulfill a legal obligation to which the data controller is subject");

Your personal data may be shared with:

- subjects who typically act as data processors;
- subjects, bodies or authorities to whom it is mandatory to communicate your personal data by virtue of legal provisions or orders of the authorities;
- persons authorized by Unieuro to process personal data necessary to carry out activities strictly related to the aforementioned purposes, who are committed to confidentiality or have an adequate legal obligation of confidentiality (e.g. employees of Unieuro, members of the corporate bodies of the Data Controller).

Some of your personal data may be shared with recipients who may be located outside the European Economic Area. Unieuro ensures that the transfer of your personal data outside the European Economic Area takes place in compliance with the Regulation. Indeed, transfers can be based on an adequacy decision, on the Standard Contractual Clauses approved by the European Commission or on another suitable legal basis. More information is available from the Data Controller.

The processing of personal data for the purposes described above will take place with electronic and non-electronic tools, as well as by archiving a paper copy, in any case in order to ensure compliance with the principles and security measures imposed by current legislation on the protection of personal data.

With reference to the purpose referred to in the aforementioned point 1), your personal data will be processed for the time necessary to achieve the same purpose. In particular, the personal data contained in the minutes are stored in the company deeds within the terms established by law. During the meeting, audio / video recordings could be made in order to facilitate the process of taking the minutes of the meeting and in support of the minutes themselves - such recordings will not be communicated or disseminated. The data collected for the purposes referred to in the aforementioned point 2), on the other hand, are kept for the time required by the specific legal obligation, regulation or order of the Authority.

Pursuant to articles 15 and following of the Regulation, you have the right to ask Unieuro, at any time, to access your personal data, to rectify or delete them or to oppose their processing, as well as to request the limitation of the treatment in the cases provided for by art. 18 of the Regulation and to obtain the data concerning you in a structured format, commonly used and readable by an automatic device, in the cases provided for by art. 20 of the Regulation.

Requests to exercise these rights must be addressed in writing to the Data Controller, at the above-mentioned registered office or by writing to privacy@unieuro.com.

In any case, you always have the right to lodge a complaint with the competent Supervisory Authority (Guarantor for the Protection of Personal Data), pursuant to art. 77 of the Regulation.

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