



*Unieuro S.p.A. - Registered office in Forlì, Palazzo Hercolani, via Piero Maroncelli 10
Share capital euro 4,139,724.20 fully paid up
Registration Number with the Companies' Register of Forlì-Cesena and Tax Code. No. 00876320409*

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON ITEM NO. 1
OF THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF
UNIEURO S.P.A.
CONVENED ON 22 JUNE 2023 IN SINGLE CALL**



1. Financial Statements as at 28 February 2023, 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 external Auditing Firm. Presentation of the Consolidated Financial Statements as at 28 February 2023 and the non-financial consolidated statement drawn up pursuant to Legislative Decree 254/2016. Related and consequential resolutions.

Dear Shareholders,

the Annual Financial Report as at 28 February 2023, containing the draft financial statements of Unieuro S.p.A. (“**Company**”) and the consolidated financial statements, together with the Management Report of the Board of Directors, the statement pursuant to article 154-bis, paragraph 5 of Legislative Decree dated 24 February 1998 No. 58, duly approved by the Board of Directors on 9 May 2023, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm, shall be made available to the public in accordance with the term and in the manner provided for by law.

Within the same term and manner, the consolidated non-financial statement drawn up pursuant to Legislative Decree 254/2016, as duly approved by the Board of Directors on 9 May 2023, accompanied by the Independent Auditors', shall be made available. It should be noted that this statement, which contains information regarding initiatives undertaken and results achieved by Unieuro in the various areas of sustainability: Environment, Social and Governance - shall be presented at the Shareholders' Meeting for information purposes only; it is not subject to Shareholders' Meeting approval.

Notwithstanding that the consolidated financial statements as at 28 February 2023, which show consolidated net profits resulting from the consolidated income statement of Euro 10,193/thousand, are brought to your attention, you are reminded that these are not subject to Shareholders' Meeting approval.

With reference to the above-mentioned documents, you are hereby invited to approve the financial statements as at 28 February 2023, showing net profits resulting from the income statement of the financial statements of Euro 11,926/thousand, and we respectfully propose that you pass the following resolution:

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

- *having examined the Management Report of the Board of Directors;*
- *having acknowledged the Report of the Board of Statutory Auditors and the Report of the Auditing Firm KPMG S.p.A.;*
- *having acknowledged the consolidated financial statements as at 28 February 2023, showing consolidated net profits resulting from the consolidated income statement of Euro 10,193/thousand;*
- *having acknowledged the consolidated non-financial statement as prepared by the Board of Directors;*
- *having examined the draft financial statements as at 28 February 2023 provided by the Board of Directors that closed with annual results showing resulting from the income statement of the financial statements of Euro 11,926/thousand;*



resolves

that it approves the annual financial statements as at 28 February 2023 in its entirety as well as the individual parts thereof."

Forlì, 9 May 2023

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