



*Unieuro S.p.A - Registered Office in Forlì, Palazzo Herculani, 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 THE
PROPOSAL AT ITEM NO. 2 OF THE AGENDA OF THE SHAREHOLDERS'
ORDINARY MEETING OF UNIEURO S.P.A. CONVENED ON 22 JUNE 2023
IN SINGLE CALL**



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

Dear Shareholders,

Having regard to:

- the net profit for the year, as is shown in the income statement of the annual financial statements as at 28 February 2023, equal to 11,926 thousand;
- the reserve fund, as is shown in the annual financial statements as at 28 February 2023, equal to Euro 828 thousand which corresponds to one fifth of the share capital as provided for by article 2430 of the Civil Code;
- the 20,698,621 Company shares currently in circulation;
- the fact that the Company currently holds 600,000 treasury shares that do not carry any right to profits;
- the stock options under the managerial incentive plan entitled 2018-2025 Long Term Incentive Plan as have been granted but not yet exercised, however the exercise of which would involve the issuance of a maximum of 159,584 ordinary shares; and
- the Company's policy on dividend distribution approved on 1 March 2017 as most recently amended on 10 January 2019 ("**Dividend Policy**"),

it is proposed that the above-mentioned net profit for the financial year 2022-2023 be earmarked for a dividend distribution to shareholders and for the extraordinary reserve of available and distributable profits in the manner set forth below.

More specifically, the Board of Directors invites you to approve distribution of a unit dividend per share of Euro 0.49 gross for each ordinary share issued carrying dividend rights on the record date referred to under article 83-*terdecies* Legislative Decree No 58/1998 ("record date"), to be calculated in compliance with the Dividend Policy, as follows:

unit dividend = *Adjusted Consolidated Result for the year (X) *50% / No. of shares in circulation which carry rights to profits (20,098,621)*

commensurate to the total amount earmarked for the distribution of the dividend currently quantifiable at Euro 9,848 thousand. The definitive total amount earmarked for the dividend shall be determined with reference to the actual number of shares held that entitle the holder to the dividend on the record date.

The dividend shall be payable commencing as of 28 June 2023, with record date at 27 June 2023 and coupon detachment date (ex date) No. 6 at 26 June 2023.

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

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

- *having examined the draft financial statements as at 28 February 2023 submitted by the Board of Directors;*
- *having examined the Explanatory Report of the Board of Directors,*



resolve

- a) *that the net profit for the business year 2022-2023 of as shown in the income statement of the financial statements as of 28 February 28, amounting to Euro 11,926 thousand be allocated as follows:*
- *a unit dividend of Euro 0.49 gross for each ordinary share carrying voting rights, also in consideration of the redistribution of the dividend pertaining to treasury shares, for a total amount as shall be calculated on the ordinary shares currently in circulation and the treasury shares currently in the portfolio totalling Euro 9,848 thousand, exception made for any changes as may be made to said total amount pertaining to the definitive number of shares carrying the right to a dividend on the record date and without prejudice in any event to the unit dividend as indicated above;*
 - *the residual amount, currently calculated at Euro 2,078 thousand to the extraordinary reserve of available and distributable profits, with powers conferred on the Board of Directors, and, on its behalf, the Chairman of the Board of Directors and the pro-tempore Chief Executive Officer in office, severally and with the power to sub-delegate said powers, to ascertain in due course the definitive number of shares carrying the right to a dividend payment on the record date. The above-mentioned residual amount of net profit shall be allocated to the extraordinary reserve of available and distributable profits;*
- b) *that the above-mentioned dividend be paid commencing as on 28 June 2023, with record date at 27 June 2023 and coupon detachment date No. 6 at 26 June 2023.”*

* * *

Forlì, 9 May 2023

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