



*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*

## **NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING**

Those persons entitled to attend and exercise their voting rights are duly convened to attend the Ordinary Shareholders' Meeting, to be held on 22 June 2023 at 10:30, in its first and only call, such meeting to take place at the notary public's offices situated at Studio Maltoni Scozzoli, Via Mentana 4, Forlì, to discuss and resolve on the following:

### **AGENDA**

- 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.**
- 2. Allocation of profits from the business year and proposal for the distribution of a dividend. Related and consequential resolutions.**
- 3. Proposed amendment to the Unieuro share-based plan entitled "2023-2028 Performance Shares Plan" pursuant to article 114-bis of Legislative Decree 24 February 1998, No. 58, approved at the Ordinary Shareholders' Meeting held on 21 June 2022. Related and consequential resolutions.**
- 4. Report concerning the policy for remuneration and recompense paid:**
  - 4.1. approval of the first section of the report pursuant to article 123-ter paragraphs 3-bis and 3-ter of Legislative Decree of 24 February 1998 No. 58;**
  - 4.2. resolutions on the second section of the report pursuant to article 123-ter paragraph 6 of Legislative Decree of 24 February 1998 No. 58.**
- 5. Proposal that the remuneration of the Board of Directors be increased. Related and consequential resolutions.**
- 6. Authorisation for the buy back and disposal of treasury shares upon revocation of the previous authorisation resolved on at the Ordinary Shareholders' Meeting held on 21 June 2022 as regards the part thereof that has not been performed. Related and consequential resolutions.**
- 7. Updates to of the Shareholders' Meeting Regulations. Related and consequential resolutions.**

\* \* \* \* \*

### **MANNER OF CONDUCT OF THE SHAREHOLDERS' MEETING**

The Company has opted to avail of the provisions of article 106 paragraph 4 of Law Decree No. 18 of 17 March 2020, transposed with amendments into Law No. 27 of 24 April 2020, the application of which was last extended by Law Decree No. 198, 29 December 2022, transposed with amendments into Law No. 14, 24 February 2023 ("Decree"). Therefore, all those entitled to vote may attend the Shareholders' Meeting **solely by means of the Company's designated representative**, which is Monte Titoli S.p.A., having its registered office in Milan ("Monte Titoli" or

“Designated Representative”) - pursuant to article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (“TUF”) in the manner set forth below.

The manner in which the Shareholders’ Meeting is to be conducted may be integrated, amended and communicated with due notice and in the same manner envisaged for the publication of the notice of call.

Directors, Statutory Auditors, Designated Representative, meeting Secretary/notary, representatives of the External Auditors and all other persons entitled to attend, other than those holding voting rights, may also attend the meeting via means of telecommunication which ensure that their identity can be clearly established. It is not required that the Chairman or the person taking the minutes (Secretary or notary public as the case may be), all take part in the Meeting at the same venue. Instructions as concerns Shareholders’ Meeting attendance shall be communicated by the Company to said parties in due course.

\* \* \* \* \*

#### INFORMATION ON REGISTERED CAPITAL AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up capital is 4,139,724.20 EUR (four million one hundred and thirty-nine thousand seven hundred and twenty-four/20), represented by 20,698,621 (twenty million six hundred and ninety-eight thousand six hundred and twenty-one) ordinary shares without an indication of par value. There are no categories of shares other than ordinary shares. Each share carries one vote at the Shareholders’ Meeting. To date, the Company holds in its portfolio 600,000 treasury shares without voting rights, in accordance with article 2357-*ter* of the Italian Civil Code, which is equivalent to approximately 2.6% of the share capital; therefore, 20,098,621 voting rights may be exercised at the Shareholders’ Meeting referred to in this notice of call.

Share capital information can be also viewed on the Company’s website: “[https://unieurospa.com/en/\\_investor\\_relations/share-capital/](https://unieurospa.com/en/_investor_relations/share-capital/)”.

#### RIGHTS TO ATTEND AND VOTE AT THE SHAREHOLDERS’ MEETING

Pursuant to article 83-*sexies* TUF and article 11 of the Articles of Association, the right to attend the Shareholders’ Meeting and the right to vote - which may be done solely through the Designated Representative – shall be conditional upon the Company having received a notice, to be requested by each rights holder from its own intermediary and issued by an intermediary authorised in accordance with legislation in force, duly certifying title to the shares as shown in the accounting records as at the accounting day corresponding to the seventh trading day prior to the date of the Shareholders’ Meeting in single call (**13 June 2023**, the “Record Date”). Any credit and debit entries on the accounts after that date shall not be relevant for the purposes of voting rights at the Shareholders’ Meeting. Thus, any party that acquires title to ordinary shares on a date subsequent to the Record Date, shall not be entitled to attend or vote, nor to grant any proxy to a Designated Representative.

The intermediary’s notice must be received by the Company by the end of the third trading day prior to the date set for the Shareholders’ Meeting and thus by **19 June 2023**. In case of any notice delivered after the above deadline, the voting rights holder shall be still entitled to attend and vote provided that said notice was received by the Company in the manner set forth above, prior to commencement of the Shareholders’ Meeting.

Casting of votes by correspondence or electronic means is not permitted.

#### REPRESENTATION AT THE SHAREHOLDERS’ MEETING

**As envisaged by the Decree, participation at the meeting by shareholders’ holding voting rights is permitted solely by grant of proxy to the Designated Representative, Monte Titoli.**

The proxy shall be granted at no expense to the delegating party (save for any delivery expenses), with voting instructions on all or certain of the resolutions on the agenda.

The proxy must be granted by submitting the specific proxy form - available at the Company's registered office and website: "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023*" - in adherence with the compilation and sending instructions contained therein.

The proxy shall be submitted to the above-mentioned Designated Representative, together with a valid copy identity document of the proxy giver. If the proxy giver is a legal entity, then a copy of the identity document of its authorised representative or of any other party holding apposite powers must be provided, together with documentation certifying his/her qualifications and powers. The proxy form must be submitted within the end of the second trading day prior to the Meeting (**20 June 2023**), in either of the following ways: (i) by email attaching an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject "Proxy for Unieuro Meeting 2023") sent from the proxy giver's certified email address (or if one is not held, then from his/her ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a certified electronic or digital signature); (ii) sending of original proxy by courier or registered post return receipt requested to Monte Titoli S.p.A., – kind attention Ufficio Register & AGM Services, Piazza degli Affari No. 6, 20123 Milan (subject "Proxy for Unieuro Meeting 2023") also forwarding an email attaching an electronically reproduced copy (PDF) to RD@pec.euronext.com (subject "Proxy for Unieuro Meeting 2023").

The proxy and voting instructions may be revoked up to the end of the second trading day prior to the scheduled date of the Meeting (thus by **20 June 2023**) in the manner described above.

It should be noted that the shares for which a proxy is granted, including where partial, shall be calculated for the purpose of establishing the Shareholders' Meeting quorum. Any proxy for which no voting instructions have been given on a resolution shall not be calculated for the purpose of passing of that resolution.

The Company also underlines that, pursuant to the above-mentioned Decree, a Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* TUF, in derogation of article 135-*undecies* paragraph 4 TUF. Therefore, any party which does not intend to avail of the rights set forth under article 135-*undecies* TUF may, in the alternative, grant a proxy or sub-proxy to said Designated Representative pursuant to article 135-*novies* TUF, that contains voting instructions on all or certain of the items on the agenda, using the proxy/sub-proxy form available on the Company's website ("*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023*").

Proxies/sub-proxies, provided for under article 135-*novies* TUF shall be sent to the Designated Representative in the manner referred to above, as is also described in the proxy form available on the above-mentioned Company website, within 18:00 on 21 June 2023. The Designated Representative may also accept proxies and/or sub-proxies after this deadline, provided that they are received prior to the commencement of the Meeting.

For any clarifications regarding the granting of a proxy to the Designated Representative (and in particular regarding the compilation of the proxy form, voting instructions and transmission), please contact Monte Titoli by email at RegisterServices@euronext.com or on the following telephone numbers (+39) 02.33635810 (weekdays days from 9:00 to 17:00).

#### **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS (AS PER ARTICLE 126-BIS PARAGRAPH 1, FIRST SENTENCE TUF)**

Pursuant to article 126-*bis* TUF, shareholders who individually or collectively hold at least one-fortieth of the share capital (2.5%) may request, within ten days of publication of this notice of call (thus by 29 May 2023), additions to the business on the agenda for discussion, indicating in their requests the additional items proposed or submitting draft resolutions for items already on the agenda as per this notice of call.

Shareholders for whom the Company has received a specific notice from an intermediary duly authorised in accordance with applicable legislation, are entitled to request the addition of items to the agenda or to submit new draft resolutions.

Within the above-mentioned ten-day term, proposing shareholders shall submit a report stating the reasons for their draft resolutions on any new items of business that they propose for discussion or those for additional draft resolutions submitted on items already on the agenda.

Additions to the agenda shall not be permitted for those items on which, by law, shareholders are required to pass resolutions at the Shareholders' Meeting based on a proposal put forward by the Directors or on any plan or report, other than those provided for by article 125-ter paragraph 1 TUF.

Any requests to add items to the agenda and any additional draft resolutions must be submitted in writing and delivered to the Company by registered mail addressed to the Company's registered office at Piero Maroncelli 10, 47121 Forlì, for the attention of Mr. Filippo Fonzi, Legal Director or by electronic notice to the certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com). Please use the following captions: "Shareholders' Meeting Unieuro 2023: proposed additions to the agenda as per article 126-bis paragraph 1, first sentence TUF" and/or "Shareholders' Meeting Unieuro 2023: resolution proposal as per article 126-bis paragraph 1, first sentence TUF". Such requests must be accompanied by the following information: Presenting shareholders' identity (including telephone number if available); aggregate percentage of the share capital held by the said shareholders; reference details of the notice from intermediary to Company in conformance with the applicable legislation.

The Company shall give notice of any items added to the agenda or of any additional proposed resolutions submitted, in the same manner used for the publication of this notice, at least fifteen days prior to the scheduled date of the Shareholders' Meeting. At the same time of the disclosure of the proposed new agenda item or any proposed resolutions to items already on the agenda, such proposals, as well as the relative report provided by the shareholders requesting the additional resolution or the addition of on new agenda items, as the case may be, along with the Company's Board of Directors' comments thereon, if any, shall be made available to the public in the manner envisaged by article 125-ter paragraph 1 TUF.

#### **PRESENTATION OF PROPOSED RESOLUTIONS, BY ANY PARTY ENTITLED TO VOTE (ARTICLE 126-BIS PARAGRAPH 1, PENULTIMATE SENTENCE TUF)**

Mindful that participation at the Shareholders' Meeting is permitted solely through the Designated Representative, for the purposes of this Shareholders' Meeting only, any party having the right to vote may individually submit to the Company any resolution proposal on the items on the agenda within **7 June 2023**. This is to enable interested parties to exercise their rights set out in article 126-bis paragraph 1 penultimate sentence TUF - in any case in a manner and within the timescales compatible with the particular circumstances envisaged and under strict requirement that individual resolution proposals be made known to all those entitled to attend the Shareholders' Meeting and exercise their voting rights in good time so they may duly provide voting instructions to the Designated Representative.

Only shareholders from whom the Company has received a specific notice from an intermediary, authorised in accordance with the applicable legislation, shall be entitled to submit proposals for new resolutions. Any such proposals shall be formulated in a clear and complete manner and submitted in writing and captioned as: "Shareholders' Meeting Unieuro 2023: resolution proposals pursuant to article 126-bis, paragraph 1, penultimate sentence TUF" indicating: the item of the agenda to which the proposal pertains; the text of the proposed resolution; identification of the presenting party, including - where possible - a telephone number. All such proposals shall be sent to Unieuro S.p.A. within the above-mentioned deadline by registered letter to the Company's registered office, Via Piero Maroncelli 10, 47121 Forlì, for the attention of Mr. Filippo Fonzi, Legal Department or by electronic notification to the certified email address [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com).

Proposed resolutions received by the Company in the above manner and within the deadline shall be published on the Company's website at "[Unieurospa.com](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023" by **9 June 2023**, so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-proxies with relative voting instructions to the Designated Representative.

For the purposes of the foregoing and to permit proper conduct of the meeting business, the Company reserves the right to verify: the relevance of proposals with respect to the items on the agenda; the completeness of such proposals and their compliance with the applicable legislation; the right of the presenting party to make the proposals.

In the event a shareholder puts forward any resolution proposal on an agenda item as an alternative to that put forward by the Board of Directors, the Board's proposal shall be put to vote first (unless it is withdrawn). The shareholder's alternative proposal shall be put to vote only in the event the Board's proposal is rejected. In the event the Board of

Directors has not put forward a resolution on any resolution proposal made by a shareholder, then the proposal presented by those shareholders holding the largest percentage of share capital shall be put to vote first. In the event that said proposal is rejected, then any other proposals shall be put to vote in descending order based on the higher percentage of share capital held by the proposing party.

#### RIGHT TO ASK QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to article 127-ter TUF, persons entitled to vote in the Meeting may pose questions prior to the Meeting on items on the agenda, provided that the Company has received a specific notice from the duly authorised intermediary in accordance with legislation in force.

Questions to the Company, accompanied by the name of the rights holder posing said question/s shall be submitted in writing by notice to the certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com). Questions shall be received within seven trading days prior to the Shareholders' Meeting, thus no later than **13 June 2023**. Proof of voting rights may be provided after the questions have been sent, provided such proof is received no later than the third day after the seventh trading day prior to the Shareholders' Meeting, thus by **16 June 2023**.

Any party submitting question/s is requested to indicate the item on the agenda to which each question refers. The Company shall not consider any question not strictly pertinent to the business on the agenda of the Shareholders' Meeting.

Answers shall be published on the Company's website at "[Unieurospa.com](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023" no later than **19 June 2023**, so as to allow those entitled to cast their vote through the Designated Representative to have occasion to take into account answers provided by the Company on those questions received prior to the Shareholders' Meeting within the above-mentioned deadline. The Company reserves the right to issue a single answer encapsulating questions regarding the same agenda item.

Pursuant to article 127-ter TUF, if the information requested in a question is already available in the "question and answer" section of the Company's website, or in any case already published on the Company's website, no answer to that question shall be furnished whether prior to or during the Shareholder's Meeting.

#### DOCUMENTATION

Documentation relating to items of business on the agenda of the Shareholders' Meeting shall be made available to the public in the manner and in accordance with the timelines provided for in the applicable legislation. Shareholders and those entitled to vote may obtain copies.

Said documentation shall be made available at the Company's registered office at via Piero Maroncelli 10, 47121 Forlì (weekdays from Monday to Friday from 08:30 to 18:30) and at: "[Unieurospa.com](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023" and on the storage mechanism "emarket Storage" on the website [www.emarketstorage.com](http://www.emarketstorage.com).

This notice of call is published in its entirety in accordance with the provisions of article 125-bis TUF and article 84 of the Issuers' Regulations, on the Company's website at: "[Unieurospa.com](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2023" and in abridged form in the daily newspaper "QN- Quotidiano Nazionale".

\* \* \* \* \*

Forlì, 19 May 2023

*On behalf of the Board of Directors  
The Chairman of the Board of Directors  
(Stefano Meloni)*