

Directory No. 43766

Collection No. 29168

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING

ITALIAN REPUBLIC

This twenty second day of June two thousand and twenty-three

(22 June 2023)

At my offices situated at via Mentana No. 4, Forlì.

I, Marco Maltoni, Notary Public of Forlì, duly admitted to the Roll of Notaries of the United Districts of Forlì and Rimini, upon the request made on behalf of the company by Stefano Meloni, Chairman of the Board of Directors (born in Rome on 9 January 1949 and domiciled for purposes of his functions at the registered office of said company), proceeded to draw up, in a moment subsequent to the meeting pursuant to art. 2375 civil code (and in accordance with the guidance expressed by the Companies' Commission of the Notarial Council of Milan in Maxim No. 187), these minutes of the ordinary shareholders' meeting of the company:

"**UNIEURO S.P.A.**", having its registered office in Forlì (FC) in Palazzo Hercolani, via Piero Maroncelli No. 10 and having subscribed and fully paid up share capital of Euro 4,139,724.20 (four million one hundred thirty-nine thousand seven hundred twenty-four/twenty cents), divided into 20,698,621= shares without indication of par value, such company having the tax code and registration number on the Companies Register of the Chamber of Commerce of ROMAGNA FORLI'-CESENA and RIMINI: 00876320409 and registered in the R.E.A. (Economic Administrative Directory) with No. 177115;

the meeting was held in Forlì at my offices in via Mentana No. 4, on the date and at the place for which said meeting was duly convened in a single call, at 10:30.

Having been so requested, I, the Notary Public, was physically present at my offices at said time and on said date so as to assist and draw up the minutes for the meeting mentioned above. To this end, I acknowledge the following.

At 10.31 the Chairman of the Board of Directors, Mr Stefano Meloni, physically in attendance at the place at which the meeting was convened, on his own behalf and on behalf of the Board of Directors, the Board of Statutory Auditors and the staff of the company, warmly welcomed all those in attendance at the meeting.

He announced he would duly chair the meeting in accordance with article 10 of the articles of association and article 7 of the shareholders' meeting regulations in force.

No party opposed this announcement.

Pursuant to article 7 of the shareholders' meeting regulations, the Chairman called the undersigned Notary Public to draw up the minutes in the form of public deed and duly acknowledged that said Notary Public performs the function of secretary of the meeting.

It being acknowledged that, as envisaged under article 106 paragraph 4 of legislative 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 in virtue of Law No. 198 of 29 December 2022 and transposed with amendments into law No. 14 of 24 February 2023:

- the meeting was held for those entitled to attend, also via means of telecommunication which ensure that their identity can be clearly established. It was not required that the Chairman

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of the meeting and the person nominated to draw up the minutes take part in the meeting at the same venue;

- as specified in the notice of call to the meeting, participation at the meeting of those having the right to vote is allowed only by way of those representatives duly appointed pursuant to article 135-*undecies* and 135-*novies* of Legislative Decree No. 58 of 24 February 1998 ("TUF");

- the company appointed Società Per Amministrazione Fiduciarie MONTE TITOLI S.P.A. as designated proxy holder as regards the granting of proxies and to give the related voting instructions pursuant to article 135-*undecies* and 135-*novies* TUF. The forms for granting a proxy to a designated proxy holder have been made available on its website.

The Chairman announced that, in addition to his own attendance for the Board of Directors, the Chief Executive Officer, Giancarlo Nicosanti Monterastelli, was also physically present at the place of meeting convocation;

board members, Messrs: Pietro Caliceti and Daniele Pelli attended by way of video connection on the Microsoft Teams platform;

Directors Alessandra Bucci, Laura Cavatorta, Paola Elisabetta Galbiati, Marina Bruna Olivieri, Alessandra Stabilini, Giuseppe Nisticò and Benedetto Levi provided grounds for their non-attendance;

The members of the Board of Statutory Auditors in attendance by way of video connection on the Microsoft Teams platform, were: Giuseppina Manzo its Chairman, and standing auditors Stefano Antonini and Paolo Costantini.

The Chairman acknowledged that the meeting was held in accordance with the applicable legislation and the articles of association.

He acknowledged that the ordinary shareholders' meeting was duly convened in a single call in via Mentana 4 Forlì on 22 June 2023 at 10:30 in accordance with the law and the articles of association, by means of a notice of call published on 19 May 2023 on Unieuro's website as well as on the storage mechanism "EMARKET STORAGE". An extract thereof was published in a press release in the "QN Quotidiano Nazionale". Such notice announced 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 financial year and proposal for the distribution of a dividend. Related and consequential resolutions.

3. Proposed amendment to the plan based on shares of Unieuro entitled the "2023-2028 Performance Shares Plan" approved at the ordinary Shareholders' Meeting held on 21 June 2022 pursuant to article 114-*bis* of Legislative Decree 24 February 1998 No. 58. 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.Updating of the Regulations of Shareholders' Meetings. Related and consequential resolutions.

The Chairman acknowledged that the designated proxy holder MONTE TITOLI S.P.A. was in attendance by means of telecommunication, duly represented by Ms Claudia Ambrosini (born in Schio on 3 April 1978 and domiciled for the purposes of her functions at the registered office of MONTE TITOLI S.P.A.) and he invited such designated proxy holder to make all those declarations required by law.

Said designated proxy holder, Claudia Ambrosini, took the floor and announced that:

the following have been received from rightsholders within the prescribed legal deadline:

- No. 12 proxies in accordance with article 135-*undecies* TUF for a total of 1,801,372= shares representing 8.703% of the share capital;

- No. 2 proxies pursuant to article 135-*novies* TUF for a total of 2,520,374= shares representing 12.177% of the share capital;

- No.1 sub-proxy pursuant to article 135-*novies* TUF for a total of 1,672,611= shares representing 8.081% of the share capital;

Thus, represented at today's meeting were 64 shareholders holding voting rights for 5,994,357= shares representing 28.96% of the share capital.

The designated proxy holder announced that she:

- had no statements or declarations to make on any agenda item;
- had been given voting instructions for all the shares represented at the Shareholders' Meeting and for all items on the agenda.

The Chairman resumed the floor and informed the meeting that, pursuant to the above-mentioned article 135-*undecies*, paragraph 3 TUF, the shareholdings in relation to which proxies, included partial proxies, have been conferred upon the designated proxy holder, will be counted for the purpose of determining the valid quorum of the shareholders' meeting.

The Chairman further reminded the meeting that MONTE TITOLI S.P.A. had expressly declared that it will not cast a vote different from that indicated in the instructions.

The Chairman announced that attendance by proxy having been granted to the designated proxy holder by 64= shareholders holding voting rights representing 5,994,357= ordinary shares equal to 28.96% of 20,698,621 (twenty million six hundred ninety eight thousand six hundred and twenty one) ordinary shares carrying voting rights, the ordinary shareholders' meeting was deemed quorate and thus properly convened in a single call in accordance with the law and the articles of association and was permitted to resolve on the items on the agenda.

The Chairman advised that notices from intermediaries for the

purpose of attendance on behalf of shareholders entitled to vote, have been made to the issuer in the manner and within the term prescribed by the laws in force.

He announced that no solicitation of voting proxies pursuant to article 136 *et seq.* TUF (Consolidated Finance Act) has been promoted in relation to today's meeting.

He advised that questions had been put to the company prior to today's meeting and that the company had duly published its replies thereto on 19 June 2023 on the website [unieurospa.com/en/_corporate-governance-2/shareholders meetings/2023-shareholders-meeting](http://unieurospa.com/en/_corporate-governance-2/shareholders-meetings/2023-shareholders-meeting).

He announced that, pursuant to article 11 of the articles of association, article 4 of the shareholders' meeting regulations and the relevant provisions in force, the right to participate in and vote at the meeting have been ascertained and, in particular, compliance with the current legal requirements and the articles of association, of the proxies provided by the designated proxy holder, has been established.

He advised, in accordance with EU Regulation 2016/679 and the domestic legislation in force regarding personal data protection, that the data of the meeting participants will be gathered and processed by the company exclusively for the purpose of carrying out the meeting and required corporate obligations. He also advised that a video recording of the meeting was being made for the sole purpose of facilitating the drawing up of the meeting minutes and documenting that transcribed in said minutes, as specified in the informative note of article 13 of the above-mentioned EU Regulation. The video recording will not be communicated or broadcast and all data, except for the audio recording which will be destroyed, will be stored at the registered office of Unieuro S.p.A. together with the documents produced during the meeting.

The Chairman announced that:

- the share capital subscribed and paid up on the record date is euro 4,139,724.20 (four million one hundred thirty-nine thousand seven hundred twenty-four/twenty cents) represented by 20,698,621 (twenty million six hundred ninety-eight thousand six hundred twenty-one/00) ordinary shares with no indication of par value.

- the company holds 600,000= treasury shares representing 2.9% of the company's capital;

- the company's shares are admitted for trading on the Euronext Star Milan share market (formerly Mercato Telematico Azionario - Star Segment) organised and managed by Borsa Italiana S.p.A. - Exm Star Segment;

The Chairman advised the meeting that the company qualifies as an SME pursuant to article 1, paragraph 1 letter *w-quater*.1) TUF, on grounds that it falls within the parameters laid down by this provision;

Therefore, to date, those parties that directly or indirectly hold shares with attached voting rights in an amount equal to or greater than 5% of the subscribed share capital of Unieuro S.p.A. as stated in the shareholders' register as integrated by notices received pursuant to article 120 TUF and other available information made available to the issuer, are the following:

NOTAIO

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DECLARING PARTY	DIRECT SHAREHOLDER	ORDINARY SHARES HELD	PERCENTAGE OF SHARES ON ORDINARY SHARE CAPITAL
Iliad S.A.	<ul style="list-style-type: none"> • Iliad Holding S.p.A. • Iliad S.A. 	2,520,374	12.18%
Amundi Asset Management	<ul style="list-style-type: none"> • Amundi SGR S.p.A. 	1,707,619	8.25%
Giuseppe Silvestrini	<ul style="list-style-type: none"> • Victor S.r.l. • Monte Paschi Fiduciaria S.p.A. • Giuseppe Silvestrini 	1,290,620	6.235%

The Chairman reminded the meeting that voting rights cannot be exercised if attached to shares for which the disclosure obligations have not been fulfilled:

- as per article 120 TUF concerning shareholdings equal to or greater than 5%;
- as per article 122 first paragraph TUF concerning shareholders' agreements.

Finally, he reminded the meeting of the designated proxy holder's declaration that she would exercise the votes in accordance with the instructions provided by the proxy givers. He stated that, to the best of the company's knowledge, there are no shareholders' agreements entered into between the shareholders.

He acknowledged that, as regards the items on the agenda, the formalities required by applicable laws and regulations have been duly carried out.

In particular the following documents were filed at the registered office and made available on the website https://unieurospa.com/en/_home/ as well as on the EMARKET STORAGE mechanism:

on 19 May 2023:

- the meeting notice of call;
- the Explanatory Reports pertaining to the items referred to in the agenda of the ordinary meeting, drawn up pursuant to article 125-ter TUF;
- the report on Corporate Governance and Proprietary Shareholdings, drawn up pursuant to article 123-bis TUF;
- the report concerning the policy for remuneration and recompense paid, drawn up pursuant to article 123-ter TUF;
- the Information Document for the "2023-2028 Performance Shares Plan" illustrating the amendment put forward for approval at today's meeting and as drawn up pursuant to article 114-bis of Legislative Decree 58/59 and article 84-bis first paragraph of the regulations adopted by Consob under resolution No. 11971 of 14 May 1999, as subsequently amended;
- the Annual Financial Report relating to the business year closed as at 28 February 2023, including the Consolidated Financial Statements and the Draft Financial Statements as at

28 February 2023, the Management Report and Certification pursuant to article 154-*bis* paragraph 5 of Legislative Decree 58/1998 together with the consolidated non-financial statements drawn up pursuant to Legislative Decree No. 254/2016 and the reports of the Board of Statutory Auditors and of the external Auditing Firm.

Finally, the Chairman advised that the following documents will be attached to the meeting minutes as an integral and substantial part thereof and will be made available to those entitled to vote on the resolutions therein:

- the list of names of those attendees at the meeting by proxy through the designated proxy holder, complete with all the data required by Consob, with an indication of the number of shares for which notice was made by the intermediary to the issuer, pursuant to article 83-*sexies* TUF;
- the list of names of the parties who voted in favour, against, abstained from voting or are non-voting parties, with the relative number of shares represented by proxy.

Considering that the company has made available to the public the documentation prepared for this meeting within the timelines laid down by law and in the absence of any opposition thereto, the Chairman omitted the reading out of all documents relating to the items on the agenda and thus only read out the resolution put forward for vote at today's meeting.

The Chairman advised that, to meet the technical and organisational needs of the business for discussion, certain employees of the company were admitted to the meeting, to assist during said meeting.

More specifically, lawyers Filippo Fonzi and Elisa Petroni of the Legal Department attended at the venue at which the meeting was held; Marco Dedotto, CFO and Gianna La Rana of Investor Relations attended the meeting connected by video link.

The Chairman then moved on to discussing the first and second items on the agenda.

Mindful of the connection between the first and second items on the agenda, for the sake of efficient use of meeting time, he discussed said items together but underlined that voting on said first and second items would be made distinctly and separately:

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 statements drawn up pursuant to Legislative Decree 254/2016. Related and consequential resolutions.

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

Prior to illustrating the financial statements, the Chairman reported that the external Auditing Firm KPMG S.p.A. has expressed an unqualified opinion both on the Unieuro financial statements for the year ended 28 February 2023, and on the consolidated financial statements of the same date, and has found the financial statements to be consistent and in compliance with the legal provisions governing management and information report referred to in article 123-*bis*, paragraph

1, letters c), d), f), l), m) and in paragraph 2 letter b) TUF, contained in the Report on Corporate Governance and Proprietary Shareholdings. Said Auditing Firm has also verified that the information referred to in paragraph 2 letters a), c), d), and d-bis) of article 123-bis of Legislative Decree No. 58 of 1998 has been furnished and that the Board of Directors in office on 9 May 2023 has approved the non-financial statements pursuant to Legislative Decree 254 of 30 December 2016, as is stated in the Reports issued on 16 May 2023.

Finally, on 16 May 2023, said external Auditing Firm, KPMG issued the certificate of conformity concerning the non-financial statements.

In accordance with the Issuers' Regulations, the table of fees for the financial period for services provided by the Auditing Firm and companies belonging to its network, to Unieuro S.p.A. and the company Monclick S.r.l. which Unieuro S.p.A. controls as sole shareholder, is attached to the draft financial statements and the consolidated financial statements of Unieuro S.p.A.

Mindful that the Company has already made available to the public the documentation prepared for this meeting within the term prescribed by law, and in the absence of any opposition thereto, the Chairman would omit a reading of each and every document relating to the items on the agenda and instead would limit his reading to that of the resolutions proposed at today's meeting.

The Chairman invited the Chief Executive Officer, Giancarlo Nicosanti Monterastelli, to provide a brief illustration of the financial statements and the results for the year.

The Chief Executive Officer, Giancarlo Nicosanti Monterastelli took the floor, thanked the Chairman and all those in attendance, and made the following announcement.

On a market profoundly altered following the outbreak of the Russia-Ukraine conflict, the FY 2022/23 results, albeit impacted by exceptionally high inflation, are in line with the guidance announced to the market and once again allow us to confirm our sector leadership.

During the fiscal year, Unieuro has remained focused on executing our omni-channel strategy by way of major direct investment in improving our customers' buying experience, indeed a strategy which has been rewarded by the satisfaction level (NPS) increasing by over three points.

Moreover, we have completed the Sales Operation Planning, from Category Management through to implementation of the new Forecasting module. The foundations have been laid for the future logistics structure, with an expansion of the Piacenza centre and the signing of an agreement for the new hub to service the needs of central and Southern Italy, which will be launched at the beginning of next financial year. Thanks to these initiatives, company goods storage and movement capacity will reach approx. 200,000 square meters once fully operational, generating savings and improved delivery times throughout Italy.

The divergent macro-economic environment and the complex geopolitical framework gave us impetus to create a new growth plan up to 2028.

Over the coming years, we will pursue a strategy which balances "Trade" and "Beyond Trade" profitability through expertise and commercial proposal development, also based on partnerships and

promoting responsible innovation. Our strategy is built around the consumer, with the goal of offering complete and integrated solutions that respond to every technological need - before, during and after purchase. We renew our commitment to grow faster than the market for the duration of the plan, ensuring solid cash generation, which allows us to remunerate shareholders and tap into further development opportunities in Italy and overseas through M&As or Partnerships.

On the conclusion of this financial year, we take the opportunity to thank you shareholders for the trust put in us. We will continue to focus on carrying out the strategic plan to create value for all Stakeholders.

The Chairman, Mr Meloni, retook the floor and thanked the Chief Executive Officer for his speech. The Chairman then passed the floor to the Chairman of the Board of Statutory Auditors. Mindful of the decision not to make a full reading of all documents, she was invited to make a brief statement on the conclusions set forth in the Report of the Board of Statutory Auditors on the financial statements.

Ms Giuseppina Manzo, Chairman of the Board of Statutory Auditors took the floor, introduced herself and advised that the Board of Statutory Auditors - with reference to the contents of its Report which sets forth a summary of the supervisory activity carried out during the financial year - had no observations to make pursuant to article 153 of Legislative Decree 58/1998 as to matters within its competence regarding the financial statements as at 28 February 2023. Mindful that, on 16 May 2023, the external Auditing Firm KPMG S.p.A. issued its own unqualified report, the Board of Statutory Auditors unanimously agreed that there are no issues impeding approval at the shareholders' meeting, as per the drafts presented and approved during the board meeting held on 9 May 2023, together with the Management Report and the proposal put forward by the Board of Directors to allocate the profit for the year.

The meeting Chairman, Mr Meloni, re-took the floor and thanked Ms Manzo for her speech.

He then reminded the meeting that the Consolidated Financial Statements as at 28 February 2023, showing consolidated net profits of Euro 10,193/thousand are brought to the attention of the Shareholders, however their approval thereof at this meeting is not a requirement.

He also reminded the meeting that voting on items 1 and 2 of the agenda would be made distantly and separately.

The Chairman, with reference to item 1 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting:

"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 11,923/thousand;

resolves

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

At 10:58 the Chairman put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 1 of the agenda:

- votes in favour: 5,994,357= shares equal to 100% of the share capital present and entitled to vote;

- votes against: none;

- abstentions: none;

The Chairman closed the voting and declared the proposed resolution duly passed by unanimous vote.

With reference to item 2 on the agenda, the Chairman submitted the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting:

"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 2023, 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."

At 11:00 the Chairman then put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 2

of the agenda:

- votes in favour: 5,994,357= shares equal to 100% of the share capital present and entitled to vote;

- votes against: none;

- abstentions: none;

The Chairman closed the voting and declared the proposed resolution duly passed by unanimous vote.

The Chairman moved to discussion of the third item on the agenda:

3. Proposed amendment to the plan based on shares of Unieuro entitled the "2023-2028 Performance Shares Plan" approved at the ordinary Shareholders' Meeting held on 21 June 2022 pursuant to article 114-bis of Legislative Decree 24 February 1998 No. 58. Related and consequential resolutions.

The Chairman advised that the proposed amendment to the 2023-2028 Performance Shares Plan put for shareholders' approval at today's meeting had already been approved by the Board of Directors of the Company on 9 May 2023 upon proposal of the Remuneration and Appointments Committee.

He underlined that the plan amendment was necessary so as to render its content in coherence with the new strategic plan - also approved by the Board of Directors on 9 May 2023 - which takes into account the changed macro-economic and sectoral reference context.

He further emphasised that the amendment put to the meeting for approval today concerns exclusively the threshold targets for the share allocation of the first cycle, whereas, the remaining terms and conditions of the plan, as were approved at the previous meeting held on 21 June 2022, remain unvaried.

More specifically, the new Plan:

- maintains the focus of Plan beneficiaries on dimensions of strategic interest for the Company, mindful of the compromised incentive value of the previous targets;
- continues to ensure alignment of the interests of beneficiaries with those of shareholders;
- ensures that the overall remuneration of Plan recipients remains competitive and apposite to motivate management through challenging yet achievable objectives which are such as to ensure their retention in the long term.

The Chairman, with reference to item 3 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting.

"The Shareholders of Unieuro S.p.A. at the Shareholders' ordinary meeting:

- having examined the resolutions concerning the 2023-2028 Performance Shares Plan approved at the Shareholders' Meeting held on 21 June 2022;
- having examined the Explanatory Report of the Board of Directors drawn up pursuant to articles 114-bis and 125-ter of Legislative Decree No. 58 of 24 February 1998 and concerning the proposed amendment to the 2023-2028 Performance Shares Plan;
- having examined the amendment to the information document drawn up pursuant to article 84-bis of Consob resolution No. 11971/99;

resolve

1. that pursuant to and for the purposes of article 114-bis of

Legislative Decree No. 58, they approve the amendment to the first cycle targets of the incentive and loyalty plan entitled the "2023-2028 Performance Shares Plan" ("Plan") approved at the Shareholders' Meeting held on 21 June 2022 as such amendment is set forth in the Explanatory Report of the Board of Directors and in the relevant Information Document, the remaining terms and conditions thereof remaining unvaried;

2. that they confirm the Board of Directors has all powers as may be necessary or appropriate, as were conferred at the Shareholders' Meeting held on 21 June 2022, to execute the Plan taking into account the amendment to said Plan as set forth in point 1 above of this resolution;

3. that they duly confer the broadest powers upon the Board of Directors, and on its behalf its Chairman and Chief Executive Officer for the time being in office who may use such powers acting individually and having the faculty to sub-delegate the tasks to third parties, also by means of special attorneys appointed for this purpose. Such powers include, by way of example and not by way of limitation, all powers to make any amendment or integration to the adopted resolution and to the Plan regulations as may be necessary to carry out any legal requirements and obligations as well legislative and regulatory requirements arising in relation to the adoption of the resolutions."

At 11:07 the Chairman then put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 3 of the agenda:

- votes in favour: 5,932,537= shares equal to 98.969% of the share capital present and entitled to vote;

- votes against: 61,635= shares equal to 1.028% of the share capital present and entitled to vote;

- abstentions: 185= shares equal to 0.003% of the share capital present and entitled to vote;

The Chairman closed the voting and declared the proposed resolution duly passed by majority vote.

The Chairman then moved onto discussion of item 4 of the meeting agenda.

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.

He advised that the Report concerning the policy for remuneration and recompense paid ("Report"), drawn-up by the Board of Directors pursuant to Article 123-ter of Legislative Decree dated 24 February 1998 No. 58 ("TUF") and Article 84-*quater* of the CONSOB Issuers' Regulation adopted pursuant to resolution No. 11971/1999, as per Schedule 7-*bis* of Annex 3A of said Regulation and duly approved by said Board, has been made available to the public within the term and in the manner provided for by law. More specifically, as concerns the report:

- its first section illustrates the Company's policy on remuneration to be adopted for the 2023/2024 financial year, for Company Directors, the General Director, Auditors and

Managers with Strategic Responsibilities, and sets down the procedures for said policy adoption and implementation;

- its second section sets forth the individual items that make up the remuneration of the Company's Directors, General Director, Auditors and Managers with Strategic Responsibilities for the financial year ending 28 February 2023.

The Chairman, with reference to item 4.1 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting:

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

- having examined the first section of the Report concerning the policy for remuneration and recompense paid, drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation no. 11971/1999;
- having acknowledged that, pursuant to Article 123-ter paragraphs 3-bis and 3-ter of Legislative Decree of 24 February 1998 No. 58, the Shareholders' Meeting is called to cast its binding vote regarding the first section of the Report concerning the policy for remuneration and recompense paid;

resolves

that it approves the first section of the Report concerning the policy for remuneration and recompense paid, as has been prepared in accordance with Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of Issuer's Regulation adopted by CONSOB Regulation no. 11971/1999."

At 11:11 the Chairman then put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 4.1 of the agenda:

- votes in favour: 5,994,357= shares equal to 100% of the share capital present and entitled to vote;
- votes against: none;
- abstentions: none;

The Chairman closed the vote and declared the proposed resolution duly passed by unanimous vote.

The Chairman, with reference to item 4.2 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting:

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

- having examined the second section of the Report concerning the policy for remuneration and recompense paid, drawn up by the Board of Directors pursuant to Issuer's Regulation adopted by Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation No. 11971/1999;
- having acknowledged that, pursuant to Article 123-ter sixth paragraph of Legislative Decree of 24 February 1998 No. 58, the Shareholders' Meeting is called to cast a non-binding vote on the second section of the Report on the policy concerning the policy for remuneration and recompense paid;

resolves

in favour of that stated in the second section of the Report concerning the policy for remuneration and recompense paid, as has been drawn up pursuant to Article 123-ter of

Legislative Decree of 24 February 1998 No. 58 and Article 84-*quater* of Issuer's Regulation adopted by CONSOB Regulation no. 11971/1999".

At 11:15 the Chairman then put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 4.2 of the agenda:

- votes in favour: 5,994,357= shares equal to 100% of the share capital present and entitled to vote;

- votes against: none;

- abstentions: none;

The Chairman closed the vote and declared the proposed resolution duly passed by unanimous vote.

The Chairman then moved to discuss the fifth item on the agenda:

5. Proposal that the remuneration of the Board of Directors be increased. Related and consequential resolutions.

The Chairman noted that Giancarlo Nicosanti Monterastelli retired from his office of Chief Strategy Officer effective as of 1 June 2023, thus the employment relationship ceased on such date. Consequently, he will no longer be entitled to receive the gross annual salary pertaining to his office of manager with strategic responsibilities, although he will continue to hold the office of Chief Executive Officer.

The Chairman also reminded the meeting that in virtue of the agreed terms of his subordinate employment contract, which provided for all-inclusive annual gross remuneration pertinent to his office as Chief Strategy Officer, the Chief Executive Officer previously waived his right to be paid the compensation resolved on in his favour for performance of his office as member of the Board of Directors.

Therefore, the Board of Directors deemed it opportune to propose at today's meeting that the fixed annual compensation for the entire Board of Directors be increased to allow that Giancarlo Nicosanti Monterastelli be remunerated for his offices of Board Member and Chief Executive Officer. Thus, the amount of the increase would be equal to the gross annual remuneration received by Giancarlo Nicosanti Monterastelli in his previous office of Chief Strategy Officer, taking into account the substantially unchanged position he holds at the helm of the company and also the powers and responsibilities conferred on him.

The Chairman, with reference to item 5 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting:

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

- having examined the Explanatory Report of the Board of Directors;

resolve

• that, with effect as of 1 June 2023 and for the remaining duration of the term of office, the overall gross annual fixed compensation granted to the Board of Directors be increased from Euro 710,000.00 (seven hundred and ten thousand/00) to Euro 1,060,000.00 (one million sixty thousand/00), plus reimbursement of expenses incurred for office reasons as well as costs for the D&O insurance policy, and therefore that such gross annual fixed compensation be increased by Euro 350,000.00

(three hundred and fifty thousand/00) to be allocated in full to the remuneration of Giancarlo Nicosanti Monterastelli as director and, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, Chief Executive Officer, any advance share on an annual basis of non-competition agreements being included in this amount, without prejudice to what was resolved by the Shareholders' Meeting of 21 June 2022 and not expressly modified/supplemented herein. All of the above amounts are exclusive of VAT and social security charges, where applicable.

• that the Board of Directors be granted broad powers, as may be delegated to the Chairman of the Board of Directors who in turn may sub-delegate such powers, in order to implement that stated above".

At 11:17 the Chairman put to vote the proposed resolution which he had previously read out.

The designated proxy holder declared that, in relation to agenda item 5:

- votes in favour: 5,994,172 = shares equal to 99.997% of the share capital present and entitled to vote;
- votes against: 185 = shares equal to 0.003% of the share capital present and entitled to vote
- abstentions: none;

The Chairman closed the vote and declared the proposed resolution duly passed by majority vote.

* * *

The Chairman then moved to discuss the sixth item on the agenda:
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.

He advised the meeting that the Shareholders' Meeting held on 21 June 2022 granted the Board of Directors the authorisation to purchase treasury shares for a period of eighteen months from the date of the shareholders' resolution. Such share buyback authorisation is therefore due to expire on 21 December 2023, whereas the authorisation to dispose of shares was granted without time limits.

In light of the imminent expiry of the above-mentioned resolution authorising share buyback, and so as to maintain the right for Unieuro to buy back and dispose of treasury shares, the Board of Directors deemed it appropriate to propose that the Shareholders approve issuance of a new authorisation at today's meeting, such authorisation on the terms and conditions set forth in the Explanatory Report of the Board of Directors pertaining to this agenda item, such new authorisation subject to the revocation, for the period still outstanding, of the current authorisation as was approved at the Shareholders' Meeting held on 21 June 2022, which has not been used to date. More specifically, the Chairman reminded those present that the Board of Directors submitted for Shareholders' consideration and approval today, its proposal that authorisation be granted to allow, in one or more tranches, the buyback and disposal of a number of Company ordinary shares equal to 2,000,000, it being understood that the number of ordinary shares held from time to time in the portfolio of the Company and of its controlled companies may not in any case exceed 10% of the Company's then current share capital (in compliance with the limits laid down under article 2357 paragraph 3 Civil Code). Said authorisation

shall include the powers to subsequently dispose of the shares in the portfolio, in whole or in part and in one or more tranches, whether or not the maximum quantity of shares as may be purchased has been exhausted, and on the understanding that the Company shall not be permitted to effect any further purchases once the aggregate limit of 2,000,000 ordinary Unieuro shares has been reached, which is the absolute maximum limit share buyback, which remains unvaried irrespective of the sale or use of the treasury shares held in the portfolio.

In this regard, the Chairman informed the meeting that, as at 9 May 2023, the share capital of the Company was 4,139,724.20 (four million one hundred thirty-nine thousand seven hundred twenty-four/20 cents) divided into 20,698,621 (twenty million six hundred ninety-eight thousand six hundred twenty-one/00) ordinary shares having no par value.

Moreover, the Chairman reminded the meeting that, as of today, the share capital of the Company is unvaried at 4,139,724.20 (four million one hundred thirty-nine thousand seven hundred twenty-four/20 cents) divided into 20,698,621 (twenty million six hundred ninety-eight thousand six hundred twenty-one) ordinary shares having no par value.

The Chairman, with reference to item 6 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting:

"The Shareholders of Unieuro S.p.A., at the ordinary Shareholder's meeting:

- having examined the Report of the Board of Directors drawn up pursuant to article 125-ter D. Legislative Decree No. 58 of 24 February 1998 ("TUF"), and article 73 of Regulations adopted by Consob resolution no. 11971 of 14 May 1999 (the "Issuers' Regulation") and in accordance with Annex 3A - Scheme No. 4 thereto;
- having regard to the financial statements for the year ended 28 February 2023 approved at today's shareholders' meeting;
- having noted that it would be opportune to grant authorisation for the purchase and disposal of treasury shares for the purposes and in the manner set forth in the Board of Director's Report;
- acknowledging the provisions of articles 2357 and 2357-ter Civil Code and article 132 of TUF;
- having regard to: the provisions of articles 2357 et seq of the Civil Code; article 132 TUF; article 144-bis Issuers' Regulations; the provisions of Regulations (EU) No. 596 of 16 April 2014 on market abuse ("MAR"); the Delegated Regulation (EU) No. 1052 of 8 March 2016; ("Delegated Regulation") and accepted market practices from time to time;

resolve

1. to revoke, as of the date of this resolution, the authorisation to purchase and dispose of treasury shares granted by the Ordinary Shareholders' Meeting of Unieuro S.p.A. on 21 June 2022 for the portion not executed;
2. that they authorise the Board of Directors, pursuant to and for the purposes of article 2357 Civil Code and the combined provisions of article 132 TUF and article 144-bis Issuers' Regulations, to buy back, in one or more tranches, a maximum of 2,000,000 ordinary shares in Unieuro, on the proviso that:
 - (i) the buy backs shall cease at such time as the aggregate limit of 2,000,000 ordinary Unieuro shares has been reached,

which is the absolute maximum limit on purchases, which remains unvaried irrespective of any sale or use of treasury shares held in the portfolio; and in any event;

(ii) the number of ordinary shares held in the portfolio from time to time by the Company and by its controlled companies may not in any event exceed 10% of the Company's then current share capital, in compliance with the limits laid down under article 2357 paragraph 3 Civil Code;

to facilitate pursuit of the purpose set out in the Report of the Board of Directors and on the following terms and conditions:

a) the purchase may be made in one or more tranches within 18 (eighteen) months of the date this resolution is passed, such purchase in accordance with any manner envisaged by the combined provisions of article 132 TUF and article 144-bis Issuers' Regulations, taking into account the specific exemption provided for by paragraph 3 of said article 132 TUF and, in any case, in any other manner permitted by the legal and regulatory provisions in force from time to time, also considering the remit and operating limits of the MAR, including permitted market practices pursuant to article 13 MAR, of Delegated Regulation and of the applicable legislation generally applicable to the sector (including the provisions under Regulation (EU) 2019/2115 or published by CONSOB or ESMA);

b) buy back of own shares shall be made within the limits of distributable profits and available reserves reported in the latest duly approved financial statements at the time of the transaction;

c) the purchase price of each share shall not be less than a minimum of 10% and not more than a maximum of 10% of the reference price recorded for that share in the trading session of the day preceding the individual transaction or in the stock exchange session on the day preceding the date of announcement of the transaction, depending on the technical modalities identified by the Board of Directors. Furthermore, buy back of shares on the market will be carried out in compliance with the terms, conditions and requirements established by the applicable EU legislation and permitted market practices from time to time in force; and

d) in any case, the shares' purchase price, where purchases are made with orders on the regulated market, must comply with the provisions of article 3 paragraph 2 of Delegated Regulation which, as at the date of this report, means a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out or in conformity with the regulations in force from time to time;

3. that they authorise, pursuant to and for the purposes of article 2357-ter of the Civil Code, any disposal in whole or in part of the treasury shares purchased and held in the Company's portfolio in one or more tranches, in compliance with the laws and regulations in force from time to time, to facilitate pursuit of the purposes set out in the Report of the Board of Directors and on the following terms and conditions:

a) the shares may be disposed of or otherwise assigned at any time without time limits;

b) in the event that the transaction, and in particular the sale of treasury shares, is executed in cash, it must be carried out at a price per share established on the basis of the

criteria set out in the applicable legislation and/or permitted market practices from time to time and in any case, at a price not less than 10% under the reference price recorded on the Market Euronext Milan organized and managed by Borsa Italiana S.p.A. in the trading session prior to the individual transaction; save that this price limit may be waived in the event of the sale of shares in execution of stock incentive plans and, in any case, plans pursuant to article 114-*bis* TUF or as part of extraordinary operations;

c) in the event the shares are used in the context of any extraordinary transaction, by way of example but not limited to, share swap, exchange tender offering, contribution or to service capital transactions or other corporate and/or financial transactions and/or any other transactions of an extraordinary nature or in any case any other disposal not for cash consideration, then the economic terms shall be determined by the Board of Directors taking into account the nature and characteristics of the transaction and the market trend of Unieuro stock;

d) shares to perform stock incentive plans shall be allocated to the plan recipients in the manner and within the timelines set forth in the regulations for the said plans; and in all cases, in compliance with the terms, conditions and requirements established by current legislation and, where applicable, by the accepted market practices from time to time, in particular if the shares are to be used for activity to support market liquidity;

4. that they grant the Board of Directors the powers to:

- determine the reserves to be earmarked for the purchase of own shares;

- establish the manner and timelines as well executive and ancillary terms of purchases and disposal transactions concerning treasury shares, provided that such are in conformance with the conditions and limits provided in this resolution and in the regulations in force from time to time, including if such regulations differ from those currently in force;

- entrust to the Chairman of the Board of Directors and the Chief Executive Officer pro tempore in office, individually and with the right of each of them to sub-delegate individual items or categories of items to third parties outside the Board:

- o the carrying out of any necessary and/or appropriate accounting registration for transactions involving treasury shares in compliance with the provisions of the law in force and the applicable accounting principles;

- o the entering into of any deed or document to fulfil any and all formalities, including vis-à-vis third parties, as deemed necessary or in any case appropriate to execute this resolution and executive resolutions of the Board of Directors;

- o powers to enable them to carry out the purchase and disposal of treasury shares, including through authorized intermediaries and approving any and all executive provisions of the related purchase programme, and disclose information to the market as permitted by current legislation and market practices from time to time".

At 11:25 the Chairman then put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 6 of the agenda:

- votes in favour: 5,994,172= shares equal to 99.997% of the share capital present and entitled to vote;

- votes against: none;

- abstentions: 185= shares equal to 0.003% of the share capital present and entitled to vote;

The Chairman closed the vote and declared the proposed resolution duly passed by majority vote.

The Chairman then moved to discuss the seventh item on the agenda:

7. Updating of the Regulations of Shareholders' Meetings. Related and consequential resolutions.

The Chairman advised that adoption of such new Regulations was required to align the provisions contained therein with the manner in which Shareholders' meetings are conducted in pragmatic terms. The text takes into account past experiences, details certain expectations and makes further formal changes to render the provisions more systematic.

In particular, the Regulations of Shareholders' Meetings put forward for approval at today's meeting emphasise the centrality of the Chairman's role in Shareholders' meetings so he/she may provide for all those issues not envisaged by law, the Articles of Association or the Regulations themselves and adopt those measures deemed most appropriate to ensure the orderly, peaceful and functional conduct of Shareholders' meetings. For this purpose he/she may also set up a task group to give support. Given that the Company made the updated version of the Regulations of Shareholders' Meetings available to the public in accordance with the timelines and in the manner provided for by the applicable legal and regulatory provisions, (such version at Annex 2 to the Explanatory Report) showing the changes with respect to the previous version (at Annex 1 to the Explanatory Report), and there being no opposition thereto, the Regulations were not read out: instead the reading was limited to the resolution proposed at the Meeting, without the annexes thereto.

The Chairman, with reference to item 7 on the agenda, put forward the following resolution proposal which reproduces the text contained in the Report of the Board of Directors to the Shareholders' Meeting.

"The Shareholders of Unieuro S.p.A. at the Shareholders' ordinary meeting:

- having examined the Explanatory Report of the Board of Directors drawn up pursuant to article 125-ter of Legislative Decree No. 58 of 24 February 1998 ("TUF")

resolve

1. that they approve the new text of the Regulations of Shareholders' meetings proposed by the Board of Directors with this Explanatory Report and thus that the attached new text (Annex 2 hereto) be duly adopted;

2. that they duly confer the broadest powers upon the Board of Directors and on its behalf its Chairman and Chief Executive Officer, who may use such powers acting individually, to put this resolution into effect. Such powers include those to make any and all formal non-substantial amendments or integrations hereto as may be necessary or requested by the competent authorities as well as to carry out any further requirements, including of disclosure, provided for under the applicable laws".

At 11:38 the Chairman put to vote the proposed resolution which he had previously read out.

The designated proxy holder announced that, as regards item 7 of the agenda:

- votes in favour: 5,994,172= shares equal to 99.997% of the share capital present and entitled to vote;

- votes against: none;

- abstentions: 185= shares equal to 0.003% of the share capital present and entitled to vote;

The Chairman closed the vote and declared the proposed resolution duly passed by majority vote.

The Chairman announced that there was no further business to discuss and that no other party had requested to take the floor. He thanked all those present and declared the meeting closed at 11.39.

The following documents are attached to these minutes:

A. List of parties in attendance at the time of the opening of the Shareholders' Meeting; notice of quorum to validly convene the meeting;

B. Annual financial statements;

C. Consolidated non-financial statements;

D. Explanatory report of the Board of Directors on item 1 of the agenda;

E. Explanatory report of the Board of Directors on item 2 of the agenda;

F. Explanatory report of the Board of Directors on item 3 of the agenda;

G. Information Document on the "2023-2028 Performance Shares Plan";

H. Explanatory report of the Board of Directors on item 4 of the agenda;

I. Report on the remuneration policy and the recompense paid;

L. Explanatory report of the Board of Directors on item 5 of the agenda;

M. Explanatory report of the Board of Directors on item 6 of the agenda;

N. Explanatory report of the Board of Directors on item 7 of the agenda;

O. Report on Corporate Governance and Proprietary Shareholdings.

P. Voting results:

P.1: List of votes cast on the resolution put forward for agenda item 1 showing those in favour, against, abstentions any no vote;

P.2: List of votes cast on the resolution put forward for agenda item 2 showing those in favour, against, abstentions any no vote;

P.3: List of votes cast on the resolution put forward for agenda item 3 showing those in favour, against, abstentions any no vote;

P.4.1: List of votes cast on the resolution put forward for agenda item 4.1 showing those in favour, against, abstentions any no vote;

P.4.2: List of votes cast on the resolution put forward for agenda item 4.2 showing those in favour, against, abstentions any no vote;

P.5.: List of votes cast on the resolution put forward for agenda item 5 showing those in favour, against, abstentions any

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no vote;

P.6: List of votes cast on the resolution put forward for agenda item 6 showing those in favour, against, abstentions any no vote;

P.7: List of votes cast on the resolution put forward for agenda item 7 showing those in favour, against, abstentions any no vote;

The costs of drawing up this deed shall be at the company's charge.

I, Notary Public, receive this deed, typed by a person entrusted by me and completed in my hand.

The original Italian text of this deed consists of twenty-four full pages and seven sheets duly signed by the Notary Public at 14:45.

Signed by: Marco Maltoni Notary Public