



*sUnieuro S.p.A. - Registered Office in Forlì, Palazzo Herculani via Piero Maroncelli, 10
Share capital: Euro 4,139,724.20 fully paid-in
Registration Number with the Companies' Register of Forlì-Cesena and Tax Code 00876320409*

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE
PROPOSAL UNDER ITEM NO. 1 ON THE AGENDA OF THE
SHAREHOLDERS' MEETING OF UNIEURO S.P.A.
CONVENED IN FIRST AND ONLY CALL ON 20 JUNE 2024**



1. **Separate Financial Statements for the fiscal year ended February 29, 2024; resolutions thereon:**
 - 1.1 **Approval of the Financial Statements as at 29 February 2024, 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 29 February 2024 and the Consolidated Non-Financial Statements drawn up pursuant to Legislative Decree No. 254/2016.**
 - 1.2 **Allocation of the result for the year.**

Dear Shareholders,

the Annual Financial Report as at 29 February 2024, containing the draft annual financial statements of Unieuro S.p.A. (the "**Company**") and the consolidated financial statements, together with the Management Report of the Board of Directors and the attestation referred to in art. 154-*bis*, para. 5, of Legislative Decree No. 58 of 24 February 1998, approved by the Company's Board of Directors on 10 May 2024, will be made available to the public in the manner and within the terms prescribed by law, as will the Report of the Board of Statutory Auditors and the Report of the external Auditing Firm.

Within the same terms and in the same manner, the Consolidated Non-Financial Statements prepared in accordance with Legislative Decree No. 254/2016 and approved by the Board of Directors on 10 May 2024 accompanied by the Report of the external Auditing Firm shall be put at the public's disposal. Please note that these statements - which reports on Unieuro's initiatives and results achieved in the various areas of sustainability (Environment, Social and Governance) - is presented to the Shareholders' Meeting for information purposes only, as it is not submitted to the Shareholders' Meeting for approval.

Finally, please note that the consolidated financial statements as at 29 February 2024, which present a consolidated loss for the year as per the consolidated income statement in the amount of Euro 17,395 thousand, are brought to your attention but are not subject to approval by the Company's Shareholders' Meeting.

1.1 Approval of the Financial Statements as at 29 February 2024, 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 29 February 2024 and the Consolidated Non-Financial Statement drawn up pursuant to Legislative Decree No. 254/2016.

Referring to the above-mentioned documents, we invite you to approve the financial statements for the year ended 29 February 2024, which closed with a loss for the year as per the income statement in the financial statements of Euro 15,770 thousand, proposing that you pass the following motion:

"The Shareholders' Meeting of Unieuro S.p.A., by virtue of the foregoing:

- *having reviewed the Management Report of the Board of Directors;*
- *having noted the Report of the Board of Statutory Auditors and the Report of the external Auditing Firm KPMG S.p.A.;*



- *having noted the consolidated financial statements as at 29 February 2024, which present a consolidated loss for the year as per the consolidated income statement in the amount of Euro 17,395 thousand;*
- *having noted the Consolidated Non-Financial Statements as prepared by the Board of Directors;*
- *having examined the financial statements for the year ended 29 February 2024, in the draft form presented by the Board of Directors, which closed with a loss for the year as per the income statement in the financial statements of Euro 15,770 thousand;*

resolves

to approve, both as a whole and in its individual items, the financial statements as at 29 February 2024."

* * *

1.2 Allocation of the result for the year.

The financial statements as at 29 February 2024 subject to approval under this Agenda item present a loss for the year of Euro 15,770 thousand.

As regards the allocation of the result for the year, the Board of Directors proposes to fully cover the aforementioned loss, amounting to Euro 15,770 thousand, through the use of the available profit reserve called "Extraordinary Reserve," which, following the coverage of the aforementioned loss, will amount to Euro 48,506 thousand.

By virtue of the above, we therefore propose that you pass the following motion:

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

- *having approved the financial statements as at 29 February 2024;*
- *having examined the proposal of the Board of Directors,*

resolves

- *to fully cover the net loss of Euro 15,770 thousand, through the use of the "Extraordinary Reserve" profit reserve.*

* * *

Forlì, 10 May 2024

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