



*Unieuro 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. 2 ON THE AGENDA OF THE
SHAREHOLDERS' MEETING OF UNIEURO S.P.A. CONVENED IN FIRST AND
ONLY CALL ON 20 JUNE 2024**



2. Proposal for the distribution of a dividend from the Extraordinary Reserve. Resolutions thereon.

Dear Shareholders,

taking into account:

- the loss for the year as per the income statement in the financial statements for the year ended 29 February 2024, amounting to Euro 15,770 thousand (it should be noted that this is mainly the result of a negative effect of a non-recurring nature arising predominantly from the liquidation of the subsidiary Monclick S.r.l. with Sole Shareholder in Liquidation);
- the Company's 20,698,621 currently outstanding shares;
- the circumstance that the Company currently holds 368,776 treasury shares whose right to profit is allocated proportionally to other shares pursuant to art. 2357-ter Civil Code;
- the stock options under the management incentive plan called the "Long Term Incentive Plan 2018-2025" granted but not yet exercised, which if exercised would result in the issue of up to 159,584 ordinary shares; and
- the Company's policy on dividend distribution approved on 1 March 2017 and last amended on 10 January 2019 ("**Dividend Policy**"),

We propose that you approve the distribution of a unit dividend of Euro 0.46 gross for each ordinary share entitled to payment on the date referred to in art. 83-terdecies of Legislative Decree No. 58/1998 ("record date"), to be paid from the "Extraordinary Reserve" available profit reserve. Such dividend will be calculated in accordance with the Dividend Policy and therefore as follows:

dividend per unit = Consolidated Adjusted Profit for the Year Euro 18.7 million *50% / no. outstanding shares with profit rights (20,329,845)

corresponding to a total amount currently quantifiable at Euro 9,352 thousand. The total definitive amount to be allocated as dividend shall be determined according to the actual number of shares with dividend rights at the record date.

As at 29 February 2024, the Extraordinary Shareholders' Meeting Reserve totals Euro 64,276 thousand, it being understood that, in relation to Item 1 on the Shareholders' Meeting Agenda, it is proposed that said reserve be used in part to cover the loss for the year ended 29 February 2024, amounting to Euro 15,770 thousand.

The dividend will be payable from 26 June 2024, with record date of 25 June 2024 and ex-dividend date of coupon No. 7 on 24 June 2024.

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

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

- *having examined the financial statements as at 29 February 2024, in the draft presented by the Board of Directors and having considered the existence of available reserves in an appropriate amount;*



- *having reviewed the Explanatory Report of the Board of Directors,*

resolves

- a) *to distribute to each ordinary share with voting rights, from the “Extraordinary Reserve” profit reserve, a unitary dividend, of Euro 0.46 gross, for a total amount, on the basis of the ordinary shares currently outstanding and the treasury shares currently in portfolio, of Euro 9,352 thousand, subject to any changes in the total amount resulting from the final number of shares entitled to the payment of the dividend on the record date, subject in any case to the unitary dividend as indicated above;*
- b) *to grant 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, with the power to sub-delegate, to ascertain, in due course, in relation to the final number of shares entitled to dividend payment on the record date, the amount to be distributed from the “Extraordinary Reserve”;*
- c) *to pay the above dividend from 26 June 2024, with record date of 25 June 2024 and ex-dividend date of coupon No. 7 on 24 June 2024.”*

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Forlì, 10 May 2024

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