



Unieuro S.p.A. - Registered Office in Forlì, Palazzo Hercolani 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

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 20 June 2024 at 12:00PM in its first and only call in Forlì, at the Studio Notarile Maltoni Scozzoli, Via Mentana 4, to discuss and resolve on the following

AGENDA

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 fiscal year.**
2. **Proposal for the distribution of a dividend from the Extraordinary Reserve. Resolutions thereon.**
3. **Remuneration Policy and Report:**
 - 3.1. **approval of Section I of the Report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of February 24, 1998;**
 - 3.2. **resolutions pertaining to Section II of the report pursuant to art. 123-ter, para. 6 of Legislative Decree No. 58 of February 24, 1998.**
4. **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 22 June 2023. Resolutions thereon.**
5. **Granting of the new legally-required audit engagement for the fiscal years from 1 March 2025 to 28 February 2034 and establishment of the respective fee. Resolutions thereon.**

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MANNER OF CONDUCT OF THE SHAREHOLDERS' MEETING

The Company has opted to avail itself of the right provided for by art. 106, para. 4 of Decree-Law No. 18 of 17 March 2020 - converted with amendments by Law No. 27 of 24 April 2020, as amended and supplemented - the application of which was last extended by Law No. 21 of 5 March 2024 (the "Decree") - providing that attendance at the Shareholders' Meeting by those entitled to vote shall take place **solely by means of the Company's designated representative** (Monte Titoli S.p.A. - registered office in Milan - "Monte Titoli" or the "Designated Representative") pursuant to Article 135-undecies of Legislative Decree No. 58/98 ("TUF"), in the manner set forth below.

Directors, Statutory Auditors, the Designated Representative, the Secretary of the meeting/notary, representatives of the external Auditing Firm, and other persons entitled by law to attend the Shareholders' Meeting other than those who are entitled to vote may also attend the Shareholders' Meeting by telecommunication means that ensure they can be identified. It is not required that the Chairman or the person taking the minutes (the 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.

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

The subscribed and paid-up capital is Euro 4,139,724.20, represented by 20,698,621 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. At today's date, the Company holds 368,776 treasury shares without voting rights pursuant to art. 2357-ter of the Civil Code, representing approximately 1.78% of the share capital; therefore, 20,329,845 voting rights may be exercised at the Shareholders' Meeting referred to in this notice of call.

Share capital information can also be viewed on the Company's website at Unieurospa.com, in the " *Investor Relations / Stock Information / Share Capital*" section.

RIGHTS TO ATTEND AND VOTE

Pursuant to art. 83-sexies TUF and art. 11 of the Articles of Association, the right to attend the Shareholders' Meeting and exercise voting rights - to take place exclusively 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 (**11 June 2024**, 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 company shares on a date subsequent to the Record Date, shall not be entitled to attend or vote at the Shareholders' Meeting, nor to grant any proxy to the 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 **17 June 2024**. In the event 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 Shareholders' Meeting by those 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 2024](http://Unieurospa.com)" - in adherence with the compilation and sending instructions contained therein.

The proxy shall be submitted to the above-mentioned Designated Representative, together with a copy of a currently valid identity document of the principal or, if the principal is a legal person, of the *pro tempore* legal representative or of another subject with appropriate powers, together with appropriate documentation certifying its qualification and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **June 18, 2024**), by the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified email address RD@pec.euronext.com (subject "Proxy for Unieuro June 2024 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with the voting instructions must be signed with a qualified or digital signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A. – C/O Area Register Services, Piazza degli Affari No. 6, 20123

Milan, (subject "Proxy for Unieuro June 2024 Shareholders' Meeting") sending in advance a copy reproduced electronically (PDF) by ordinary email to the email address RD@pec.euronext.com (subject "Proxy for Unieuro June 2024 Shareholders' Meeting").

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 **18 June 2024**) 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. Proxy is valid only for the proposals on which voting instructions are provided.

The Company also underlines that, pursuant to the above-mentioned Decree, a Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-*novies* TUF, in derogation of art. 135-*undecies*, para. 4 TUF. Therefore, any party which does not intend to avail of the rights set forth under art. 135-*undecies* TUF may, in the alternative, grant a proxy or sub-proxy to said Designated Representative pursuant to art. 135-*novies* TUF, that contains voting instructions on all or certain of the items on the agenda. For this purpose, the proxy/sub-proxy form available on the Company's website (at Unieurospa.com, in the "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2024" section) may be used.

Proxies/sub-proxies, provided for under art. 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, by 6PM on **19 June 2024**. 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 number (+39) 02.33635810 (weekdays days from 9AM to 5PM).

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS (AS PER ART. 126-BIS PARA. 1, FIRST SENTENCE TUF)

Pursuant to art. 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 30 May 2024), 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 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 art. 125-*ter*, para. 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. Please use the following captions: "Unieuro Shareholders' Meeting 2024: proposed additions to the agenda as per art. 126-*bis*, para. 1, first sentence TUF" and/or "Unieuro Shareholders' Meeting 2024: resolution proposal as per art. 126-*bis*, para. 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 art. 125-ter, para. 1 TUF.

PRESENTATION OF PROPOSED RESOLUTIONS, BY ANY PARTY ENTITLED TO VOTE (ART. 126-BIS, PARA. 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, any party having the right to vote may individually submit to the Company any resolution proposal on the items on the agenda by **5 June 2024**. This is to enable interested parties to exercise their rights set out in art. 126-bis, para. 1, penultimate sentence TUF, in full awareness of the proposed resolutions, and to allow them to 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: "Unieuro Shareholders' Meeting 2024: resolution proposals pursuant to art. 126-bis, para. 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.

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, in the "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2024" section by **7 June 2024**, 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), and the shareholder's alternative proposal shall be put to vote only in the event the Board's proposal is rejected. In the event that 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. Only in the event that said proposal is rejected shall any other proposals be put to vote, in descending order of share capital percentage held.

RIGHT TO ASK QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to art. 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 information identifying the rights holder posing said question/s shall be submitted to the Company in writing by notice to the certified email address: amministrazione@pec.unieuro.com.

Questions must be received within seven trading days prior to the Shareholders' Meeting, (i.e. no later than **11 June 2024**). 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, i.e. by **14 June 2024**.

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, in the "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2024" section no later than **17 June 2024**, 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 art. 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 either prior to or during the Shareholders' 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 8:30AM to 6:30PM) and at Unieurospa.com, in the "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2024" section and on the storage mechanism "emarket Storage" on the website www.emarketstorage.com.

This notice of call is published in its entirety in accordance with the provisions of art. 125-bis TUF and art. 84 of the Issuers' Regulation, on the Company's website at Unieurospa.com, in the "Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2024" section and in abridged form in the daily newspaper "QN - Quotidiano Nazionale".

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Forlì, 20 May 2024

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