



**SHAREHOLDERS' MEETING PROXY FORM<sup>1</sup>**

With reference to the **Ordinary Shareholders' Meeting of Unieuro S.p.A.** called to take place on 5<sup>th</sup> June 2018, at 2:30 p.m., in single call, at Best Western Hotel Globus City in Forlì, Via Traiano Imperatore, 4, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.unieurospa.com/it/corporate-governance/assemblee-degli-azionisti/2018-shareholders-meeting](http://www.unieurospa.com/it/corporate-governance/assemblee-degli-azionisti/2018-shareholders-meeting); in the section entitled Corporate Governance, on 4<sup>th</sup> May 2018, with an excerpt also published in the Italian daily newspaper "MF- Milano Finanza" on 4<sup>th</sup> May 2018;

having familiarized themselves with the Reports on the items on the agenda made available by the company,

**with this form**

**The undersigned** (*appointing party<sup>2</sup>*)

Surname\* \_\_\_\_\_ Name\* \_\_\_\_\_  
Born in\* \_\_\_\_\_ on\* \_\_\_\_\_ Residence \_\_\_\_\_  
Address \_\_\_\_\_ Tax identification code\* \_\_\_\_\_  
ID document (*copy enclosed*) \_\_\_\_\_ no. \_\_\_\_\_

**by virtue of his/her capacity as**

(*check whichever box applies*)

- party with the right to vote in respect of no.\* \_\_\_\_\_ ordinary shares in Unieuro S.p.A. in his/her capacity as (*check whichever box applies*)
- |   |                                       |   |
|---|---------------------------------------|---|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                         |
|   | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian                      |
|   | <input type="checkbox"/> manager      | <input type="checkbox"/> other ( <i>specify</i> ) _____ |

- party vested with appropriate powers of representation of (*name of the company entitled to vote<sup>3</sup>*)\* \_\_\_\_\_ registered office\* in \_\_\_\_\_ address \_\_\_\_\_ tax identification code\* \_\_\_\_\_ (*copy of the documentation of the powers of representation enclosed*) with the right to vote in respect of no.\* \_\_\_\_\_ ordinary shares in Unieuro S.p.A. in his/her capacity as (*check whichever box applies*)\*:
- |   |                                       |   |
|---|---------------------------------------|---|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                         |
|   | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian                      |
|   | <input type="checkbox"/> manager      | <input type="checkbox"/> other ( <i>specify</i> ) _____ |

communication reference no. \_\_\_\_\_ (*pursuant to Article 83-sexies of the Italian consolidated finance act*) supplied by the intermediary \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

(\*) Obligatory

<sup>1</sup> Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy under the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder.

<sup>2</sup> Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act) or of the appointing party's legal representative.

<sup>3</sup> Enter the name of the company as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act.



**appoints Mr/Ms**

Surname\* \_\_\_\_\_ Name\* \_\_\_\_\_  
Born in\* \_\_\_\_\_ on\* \_\_\_\_\_ Residence \_\_\_\_\_  
Address \_\_\_\_\_ Tax identification code\* \_\_\_\_\_

**to participate and represent him/her/the company in the Ordinary Shareholders' Meeting**

with the right to be replaced by Mr/Ms <sup>4</sup>:

Surname\* \_\_\_\_\_ Name\* \_\_\_\_\_  
Born in\* \_\_\_\_\_ on\* \_\_\_\_\_ Residence \_\_\_\_\_  
Address \_\_\_\_\_ Tax identification code\* \_\_\_\_\_

\_\_\_\_\_

*(Place and date)*

\_\_\_\_\_

*(Signature)*

**The undersigned also declares that the right to vote is exercised by the proxy holder** *(check whichever box applies)* <sup>5 6</sup> :

- at his discretion without specific voting instructions given by the undersigned appointing
- in compliance with specific voting instructions given by the undersigned appointing

\_\_\_\_\_

*(Place and date)*

\_\_\_\_\_

*(Signature)*

Please note that, pursuant to Article 135-novies of the Italian consolidated finance act, "The representative may deliver or transmit a copy of the proxy, including a computer digital media copy, instead of the original, confirming that the copy is true to the original, and the identity of the principal. The representative shall keep the original proxy and keep trace of the voting instructions received, if any, for one year starting from the date of completion of the meeting".

<sup>4</sup> The representative may indicate one or more proxies for the representative. Replacement of a representative by a proxy who finds themselves in a situation of conflict of interest is permitted only if such proxy has been indicated by the shareholder.

<sup>5</sup> For the purposes of the communication obligations regulated by Article 120 of the Italian consolidated finance act, equity interests include those shares, in relation to which "the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder's discretion, in the absence of specific instructions from the appointing party".

<sup>6</sup> The proxy being granted to a representative in conflict of interests is permitted provided that such representative notifies the shareholder in writing regarding the conflict of interest, and issues specific voting instructions for each resolution in relation to which the representative is to vote on the shareholder's behalf (see Article 135-decies of Italian Legislative Decree 58/98).



## INFORMATION NOTICE PURSUANT TO ART. 13 OF THE REGULATION 2016/679 ("REGULATION")

The personal data contained in the form above will be processed by Unieuro S.p.A., with registered offices in Forlì, in Via Schiaparelli n.31, VAT registration number 00876320409 ("Unieuro"), as Data Controller, for the purposes of:

- 1) enabling your participation (on your own account or acting as a proxy holder/ substitute of the proxy holder) to the Shareholders' meeting of Unieuro, which will be held on June 5 2018;
- 2) complying with the applicable laws or authorities' orders.

It is not mandatory for you to give Unieuro your personal data for these purpose; however, if you do not, Unieuro will not be able to allow your participation to the meeting.

The legal basis for processing your personal data for the purposes provided for in:

- point 1) above, is art. 6(1)(b) of the Regulation ("[...] processing is necessary for the performance of a contract to which the data subject is party or in order to take steps at the request of the data subject prior to entering into a contract");
- point 2), is art. 6(1)(c) of the Regulation ("[...] processing is necessary for compliance with a legal obligation to which the controller is subject").

Since the form above may imply the processing of personal data related to other persons (as in case of proxy), it is specified that in any situation where you decide to share personal data related to other persons, you will be considered as an independent data controller regarding that personal data and must assume all inherent legal obligations and responsibilities. This means, among other things, that you must fully indemnify Unieuro against any complaints, claims or demands for compensation of damages which may arise from the processing of this personal data, brought by the third parties whose information you provide through the form. You must ensure, as well, that the processing you perform is based on an appropriate legal basis pursuant to art. 6 of the Regulation.

Your personal data will not be transferred outside the EES (European Economic Space).

The processing of your personal data for the purposes mentioned above will be carried out with the help of electronic or automated means as well as archiving the paper formats of the documents, and will be performed in accordance with the applicable data protection laws.

The personal data will be kept by Unieuro for the period required by the specific legal obligation or by the applicable law or for the period necessary to comply with the authorities' orders. More information is available writing to Unieuro or to the DPO.

Your personal data will be shared with:

- Legal persons acting typically as data processors on behalf of Unieuro; the list of the data processors is available sending written requests to the Data Controller;
- Public entities, bodies or authorities to whom your personal data may be disclosed, in accordance with the applicable law or binding orders of those entities, bodies or authorities;
- Persons authorised by Unieuro to process personal data needed to carry out activities strictly related to purposes indicated above, who have undertaken an obligation of confidentiality or are subject to an appropriate legal obligation of confidentiality (e.g., employees of Unieuro, Notary in charge of drawing up the minutes of the meeting, etc.).

Your personal data contained in the minutes of the meeting may be published on Unieuro institutional channels, such as on the Corporate website, in accordance with the applicable laws and regulations.

The Data Protection Officer (D.P.O.) is available at the following email address: [privacy@unieuro.com](mailto:privacy@unieuro.com).

Pursuant to Articles 15 et seq. of the Regulation, you, as a data subject, are entitled at any time to exercise your rights to access, correct or update your personal data, to request cancellation or to request the restriction of processing (in the cases provided for by art. 18 of the Regulation), to object to the processing and to exercise the right to obtain a copy of your personal data provided to Unieuro, in a structured, commonly used and machine-readable format (in the cases provided for by art. 20 of the Regulation).

To exercise all your rights described above, written requests can be sent to Unieuro at the following address: Via Schiaparelli n. 31, Forlì or via email at [privacy@unieuro.com](mailto:privacy@unieuro.com).

In any case, please note that, as a data subject, you are entitled to file a complaint with the competent supervisory authorities for the protection of personal data, if you believe that the processing of your personal data carried out is unlawful.