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Informazione Regolamentata n. 1944-25-2019	Data/Ora Ricezione 18 Giugno 2019 17:15:41	MTA - Star
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Societa' : UNIEURO

Identificativo : 119833

Informazione
Regolamentata

Nome utilizzatore : UNIEURON04 - Moretti

Tipologia : 3.1; 1.1

Data/Ora Ricezione : 18 Giugno 2019 17:15:41

Data/Ora Inizio : 18 Giugno 2019 17:15:42

Diffusione presunta

Oggetto : Unieuro S.p.A.: Annual Shareholders'
Meeting

Testo del comunicato

Vedi allegato.



PRESS RELEASE

UNIEURO S.P.A.: ANNUAL SHAREHOLDERS' MEETING

- **Financial Statements as at 28 February 2019 approved**
- **Net income allocation and dividend distribution of € 1.07 per share, equal to € 21.4 million, approved**
- **Favourable vote on Section I of the Remuneration Report**
- **Board of Directors and Board of Statutory Auditors appointed**

Forlì, 18 June 2019 - The ordinary Shareholders' Meeting of Unieuro S.p.A. (MTA: UNIR), the Italian leader in the retail market of consumer electronics and household appliances, was held today, in single call.

The Shareholders' Meeting – which was attended by 59,996% of the corporate capital - resolved upon the five items on the agenda, in particular:

Financial Statements as at 28th February 2019

The Shareholders' Meeting approved the Financial Statements as at 28 February 2019 – along with the Board of Directors' Management Report including the consolidated Non Financial Statement drafted pursuant to the Italian Legislative Decree 254/2016, the Statutory Auditors' Report and the Independent Auditors' Report – without any change to the draft financial statements approved by the Board of Directors on 8 May 2019.

In addition to that, during the Annual Shareholders' Meeting the Consolidated Financial Statements as at 28 February 2019- showing revenues increased by 12.3% at € 2,104.5 million and Adjusted Net Income equal to € 42.7 million, increased by 8.3% - was illustrated.

Allocation of Net income and reserves. Dividend distribution

The Shareholders' Meeting resolved upon the proposal of allocation of profits, equal to € 28.2 million in total as resulting from the financial statements as at 28 February 2019, to the shareholders approving the distribution of dividends for an overall amount of € 21.4 million and the allocation of € 6.8 million to an extraordinary available and distributable reserve.

In detail, the proposed dividend amounts to € 1.07 per share, 7% higher than the one of the two previous fiscal years, and it expresses a pay-out rate of 50.1% of the Adjusted Net Income, which is consistent with the Dividend Policy of the Company approved on 1 March 2017 and updated on 10 January 2019.



The dividend will be paid, in a single tranche, on 26 June 2019 (with coupon no. 3 detachment date on 24 June 2019, in accordance with the calendar of Borsa Italiana, and record date on 25 June 2019).

Remuneration Report

The Shareholders' Meeting voted in favor of Section I of the Remuneration Report, describing the Company's remuneration policy for the members of the Board of Directors, general managers and executives with strategic responsibilities, as well as the procedures for the adoption and implementation of the policy.

Appointment of the Board of Directors

The Shareholders Meeting established the number of Directors at nine and the term of office of the new Board of Directors at three financial years, determining the relevant remuneration.

For the financial years 2019/20, 2020/21 and 2021/22, the following Board members have been appointed:

- | | |
|-------------------------------------|---------------------------------|
| - Bernd Erich Beetz | Chairman |
| - Robert Frank Agostinelli | |
| - Pietro Caliceti | <i>independent</i> ¹ |
| - Catia Cesari | <i>independent</i> ¹ |
| - Gianpiero Lenza | |
| - Marino Marin | <i>independent</i> ¹ |
| - Giancarlo Nicosanti Monterastelli | |
| - Monica Luisa Micaela Montironi | <i>independent</i> ¹ |
| - Alessandra Stabilini | |

The directors Bernd Erich Beetz, Robert Frank Agostinelli, Catia Cesari, Gianpiero Lenza, Marino Marin, Giancarlo Nicosanti Monterastelli, Monica Luisa Micaela Montironi and Alessandra Stabilini have been selected from Slate no.1 filed by Monte Paschi Fiduciaria S.p.A. on behalf of Italian Electronics Holdings S.à.r.l., holder of the 33.82% of the share capital of Unieuro. The slate has been voted by the 59.545% of the share capital represented at the Shareholders' Meeting.

Director Pietro Caliceti has been selected from Slate no. 2 jointly presented by the following shareholders totally holding 5.755% of the share capital of the Company: Amundi Asset Management S.g.r.p.A., manager of the following funds: Risparmio Italia, Amundi Sviluppo Italia, Amundi Dividendo Italia, Amundi Valore Italia PIR and Amundi

¹ Candidate who declared to fulfill all the independence requirements stated in article 147-ter, paragraph 4 and article 148, paragraph 3 of Legislative Decree no. 58/1998, in the Code of Conduct for listed companies and article 12 of the Bylaws.



Accumulazione Italia PIR 2023; Arca Fondi S.G.R. S.p.A. manager of Arca Economia Reale Equity Italia fund; Fideuram Asset Management (Ireland) - Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. manager of Piano Azioni Italia fund; Mediolanum Gestione Fondi SGR S.p.A. manager of the following funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia, as well as Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity. The slate has been voted by the 26.795% of the share capital represented at the Shareholders' Meeting.

In addition, the Shareholders' Meeting appointed Bernd Erich Beetz as Chairman of the Board of Directors.

The *curriculum* of the appointed Directors are available to the public on the Company's website www.unieurospa.com, in the Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2019 section.

Appointment of the Board of Statutory Auditors

The Shareholders Meeting appointed the following members of the Board of Statutory Auditors for the financial years 2019/20, 2020/21 and 2021/22, determining the relevant remuneration:

- | | |
|-----------------------|-------------------|
| - Giuseppina Manzo | Standing Auditor |
| - Maurizio Voza | Standing Auditor |
| - Federica Mantini | Standing Auditor |
| - Valeria Francavilla | Alternate Auditor |
| - Davide Barbieri | Alternate Auditor |

The auditors Maurizio Voza, Federica Mantini and Valeria Francavilla have been selected from Slate no. 1 filed by Monte Paschi Fiduciaria S.p.A. on behalf of Italian Electronics Holdings S.à.r.l., holder of the 33.82% of the share capital of the Company. The slate has been voted by the 59.622% of the share capital represented at the Shareholders' Meeting.

The auditors Giuseppina Manzo and Davide Barbieri have been selected from Slate no. 2 jointly filed by the following shareholders totally holding 5.755% of the share capital of the Company: Amundi Asset Management S.g.r.p.A., manager of the following funds: Risparmio Italia, Amundi Sviluppo Italia, Amundi Dividendo Italia, Amundi Valore Italia PIR and Amundi Accumulazione Italia PIR 2023; Arca Fondi S.G.R. S.p.A., manager of Arca Economia Reale Equity Italia fund; Fideuram Asset Management (Ireland) - Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A., manager of Piano Azioni Italia fund; Mediolanum Gestione Fondi SGR S.p.A. manager of the following funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia, as well as Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity. The slate has been voted by the 30.167% of the share capital represented at the Shareholders' Meeting.



All the appointed Auditors declared to fulfil all the independence requirements and other requirements provided for by the applicable laws and regulations, the Bylaws and the Code of Conduct of listed companies.

In addition, the Shareholders' Meeting appointed Giuseppina Manzo Chairman of the Board of Statutory Auditors.

The *curriculum* of the appointed Auditors are available on the Company's website www.unieurospa.com, in the Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2019 section.

Unieuro S.p.A.

Unieuro is the Italian leader in the distribution of consumer electronics and household appliances, thanks to an omnichannel approach that integrates directly operated stores (about 250), affiliated stores (about 270) and the unieuro.it digital platform. The company is based in Forlì, has a central logistics hub in Piacenza and has a staff of about 5,000 employees. Listed on the STAR segment of the Italian Stock Exchange since 2017, Unieuro reported revenues of €2.1 billion in the fiscal year ended at 28 February 2019.

Corporate website: www.unieurospa.com

LinkedIn: www.linkedin.com/company/unieuro

Contacts:

Investor Relations

Andrea Moretti

Investor Relations & Corporate
Communications Director

+39 335 5301205

+39 0543 776769

amoretti@unieuro.com

investor.relations@unieuro.com

Media Relations

iCorporate

Arturo Salerni

+39 335 1222631

Sonia Hason

+39 331 8394343

unieuro@icorporate.it

Fine Comunicato n.1944-25

Numero di Pagine: 6