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Societa' : Unieuro S.p.A.
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Regolamentata
Nome utilizzatore : UNIEURON05 - FONZI
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Data/Ora Inizio : 14 Maggio 2021 17:32:17
Diffusione presunta
Oggetto : Unieuro S.p.A.: Notice of Call -
Shareholders Meeting June 2021

Testo del comunicato

Vedi allegato.



*Unieuro S.p.A. - Registered office in Forlì, Palazzo Hercolani, via Piero Maroncelli 10
Share capital euro 4,000,000 fully paid up*

*REGISTRATION NUMBER WITH THE COMPANIES' REGISTER OF FORLÌ-CESENA AND TAX CODE. NO.
00876320409*

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Those persons entitled to attend and exercise their voting rights are convened to attend the Ordinary and Extraordinary Shareholders' Meetings, to be held on June 15th 2021, at 15:00, in its first and only call, such meetings to take place at the notary public's offices situated at Studio Maltoni e Scozzoli, Via Mentana, 4, Forlì, to discuss and resolve on the following:

AGENDA

Ordinary Shareholders' Meeting:

- 1. Financial Statements as at February 28th 2021, 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 Auditing Firm. Presentation of the Consolidated Financial Statements as at February 28th 2021 and the non-financial consolidated statement drawn up pursuant to Legislative Decree 254/2016.**
- 2. Allocation of profits from the business year and proposal for the distribution of a dividend. Related resolutions.**
- 3. Report concerning the policy for remuneration and recompense paid:**
 - 3.1 resolutions on the Company's remuneration policy referred to in the first section of the report pursuant to art. 123-ter paragraphs 3-bis and 3-ter of Legislative Decree of 24 February 1998 No. 58;**
 - 3.2 resolutions on the second section of the report pursuant to art. 123-ter paragraph 6 of Legislative Decree of 24 February 1998 No. 58.**
- 4. Proposal that the remuneration of the Board of Directors be increased. Related Resolutions.**

5. Proposal that the remuneration of the Board of Auditors be increased. Related Resolutions.

Extraordinary Shareholders' Meeting:

1. **Proposed amendments to the Company's Articles of Association. Related resolutions.**
 - 1.1. **Proposed amendment to Article 13.1 on the majority required for the approval by the outgoing Board of Directors of the list for the appointment of the new Board of Directors;**
 - 1.2. **Proposed amendment to Article 13.9 on the deadline for filing the list submitted by the outgoing Board of Directors;**
 - 1.3. **Proposed amendment to Article 14 on the procedures for electing members of the Board of Directors;**
 - 1.4. **Proposed amendment to Article 17.1 on granting the Board of Directors the authority to appoint the Chairman.**

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In order to minimise as far as possible the risks deriving from the current health emergency, the Company has decided that all those entitled to vote may attend the Meeting **solely by means of the Company's designated representative** - i.e. Società per Amministrazioni Fiduciarie, Spafid S.p.A., Milan ("**Spafid**" or "**Designated Representative**") - in the manner set forth below, and pursuant to Section 135-undecies of Legislative Decree No. 58 February 24, 1998 ("**TUF**"). Such decision is in line with the provisions of article 106 paragraph 4 of Law Decree No 18 of March 17th 2020, transposed with amendments into Law No. 27 of 24 April 2020, the application of which was last extended by Law No. 183 of 31 December 2020, transposed with amendments into Law No. 21 of 26 February 2021 (the "**Cure Italy Decree**").

The Directors, Statutory Auditors, Designated Representative and all those entitled to attend, other than those holding voting rights, may attend the meeting also via means of telecommunication which ensure that their identity can be clearly established. It is not required that the Chairman or the Secretary or notary public, as the case may be, take part in the Meeting all in the same venue. Instructions as concerns Meeting attendance shall be communicated by the Company in due course to said parties.

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

The subscribed and paid-up capital is 4,079,597.40 EUR (four million seventy-nine thousand five hundred ninety-seven point forty), represented by 20,397,987 (twenty million three hundred ninety-seven thousand nine hundred and eighty-seven) ordinary shares without an indication of par value. There are no categories of shares other than ordinary shares. Each share carries one vote, both at the Shareholders' Meeting and in at the Extraordinary Shareholders' Meeting. As at today's date, the Company does not hold treasury shares.

The information on share capital can be viewed on the website: "Unieurospa.com / *Investor Relations / Information on the Shares / Shareholders*".

ATTENDANCE RIGHT AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies TUF and Article 11 of the Articles of Association, the right to attend the Shareholders' Meeting - which may only occur through the Designated Representative - is subject to the receipt by the Company of a notice to be requested by each rights holder and issued by an intermediary authorised in accordance with applicable legislation, 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 (i.e. **4th June 2021**, the "Record Date"). Credit and debit entries on the accounts after that date are not relevant for the purposes of voting rights at the shareholders Meeting. Thus, any party that takes title to ordinary shares on a date subsequent to the Record Date, shall not be entitled to attend or vote, nor to grant any proxy to a 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 **10th June 2021**. In case of any notice delivered after the above deadline, the persons to whom such notice pertains shall be still entitled to attend and vote provided that said notice was received by the Company in accordance with the terms and conditions prescribed above, before the shareholders' meeting commences.

The casting of votes by correspondence or electronic means is not permitted.

REPRESENTATION AT THE SHAREHOLDERS' MEETING

As envisaged under article 106 paragraph 4 of the Cure Italy Decree, **all those entitled to attend, may do so by granting a proxy to the Designated Representative only.**

The proxy shall be granted at no expense to the delegating party (save for 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' Meeting / Shareholders' Meeting 2021*" - in adherence with the compilation and sending instructions contained therein.

The proxy must be submitted to the aforementioned Designated Representative, together with a valid copy identity document of the proxy giver. If the proxy giver is a legal entity, then a copy identity document of its authorised representative or of any other party holding suitable powers must be provided, together with documentation certifying his/her qualifications and powers. The proxy form must be submitted within the end of the second trading day prior to the Meeting (i.e. **11th June 2021**) in either of the following ways: (i) by email attaching an electronically reproduced copy (PDF) to the certified e-mail address assemblee@pec.spafid.it (subject "Proxy for Unieuro Meeting 2021"), sent from the proxy giver's certified email address (or if one is not held, then from his/her ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a certified electronic or digital signature); (ii) sending of original proxy by courier or registered post return receipt requested to: Spafid S.p.A., Foro Buonaparte, No. 10 20121 Milan (subject "Proxy for Unieuro Meeting 2021" also forwarding an email attaching an electronically reproduced copy (PDF) to assemblee@pec.spafid.it (subject "Proxy for Unieuro Meeting 2021").

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 (i.e. **11th June 2021**) 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 Meeting quorum. Any proxy for which no voting instructions have been given on a resolution shall not be calculated for the purpose of approval of that resolution.

The Company also underlines that, pursuant to the aforementioned Cure Italy Decree, a Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-novies TUF, in derogation

of art. 135-undecies paragraph 4 TUF. Therefore, any party which does not intend to avail of the right set forth under article 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, using the proxy/sub-proxy form available on the Company's website ("*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021*").

Proxies/sub-proxies, provided for under art 135-novies TUF shall be sent to the Designated Representative in the matter referred to above, as is also contained in the proxy form available on the above-mentioned Company website, within 18:00 on 14th June 2021 it being understood that 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 Spafid by email at confidential@spafid.it or on the following telephone numbers (+39) 0280687335 and 0280687319 (weekdays days from 09:00 to 17:00).

ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS (AS PER SECTION 126-BIS PAR. 1 FIRST SENTENCE TUF,)

Pursuant to Article 126-bis TUF, shareholders who individually or jointly hold at least one-fortieth of share capital (2.5%) may request, within ten days of publication of this notice of call (i.e. **24 May 2021**), additions to the business on the agenda for discussion, indicating in their requests the additional proposed items 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, 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 ten-day 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, the Shareholders' Meeting are required to pass resolutions based on a proposal of the Directors or any plan or report, other than those provided for by Section 125-ter paragraph 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: "Additions to Meeting Agenda as per article 126-bis par.1 first sentence TUF" or "Draft Proposal as per article 126-bis par.1 first sentence TUF". Such requests must be accompanied by the following information: Presenting shareholders' identity (including phone number if available); aggregate percentage of the share capital held by the said shareholders; reference details of the intermediary notice, as per the applicable legislation.

The company shall give notice of any items added to the agenda or of any additional draft resolutions submitted, in the same manner used for the publication of this notice, at least fifteen days prior to the scheduled date of the Meeting. Concomitantly, the Company shall publish, in accordance with article 125-ter TUF, the new items that have been proposed and the relative reports furnished by the proposing shareholders, along with the Company's Board of Directors' comments thereon, if any.

PRESENTATION OF NEWLY PROPOSED RESOLUTIONS, BY ANY PARTY ENTITLED TO VOTE (ARTICLE 126-BIS PAR. 1, SECOND LAST SENTENCE TUF).

Since participation at the Shareholders' Meeting is allowed only through the Designated Representative, for the purposes of this Shareholders' Meeting only, it is envisaged that any party having the right to vote can individually submit to the Company any resolution proposals on the items on the agenda - pursuant to art. 126-bis, paragraph 1, penultimate sentence TUF – within **31st May 2021**.

Only Shareholders for whom the company has received a specific notice from an intermediary, authorised in accordance with applicable legislation, are entitled to submit proposals for new resolutions.

The above-mentioned proposals, must be formulated in a clear and accurate way and submitted in writing, subject: Resolution proposals pursuant to art. 126-bis, paragraph 1 penultimate sentence TUF ", indicating the item of the agenda to which the proposal pertains, a draft of the proposed resolution, as well as identification of the party presenting the proposals, including - where possible - a telephone number. All such proposals shall be sent to Unieuro S.p.A. within the aforementioned term by registered letter to the Company's registered office, Via Piero Maroncelli, 10, 47121 Forlì, to the attention of the Legal Department, in the person of Mr. Filippo Fonzi, 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 / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021*" by **1st June 2021**, 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 for the proper conduct of the meeting business, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, the completeness of the same and their compliance with the applicable legislation, as well as the right the proposing party has to present them.

In the event shareholders/s put forward any resolution proposal on items on the agenda that are alternative to those already put forward by the Board of Directors, the Board's proposal shall be put to vote first (unless it is withdrawn). Only in the event that the Board's proposal is rejected shall the shareholders' alternative proposal be put to vote. In the event the Board of Directors has not already put forward a resolution on any resolution proposal made by the shareholders/s, then the proposal presented by those shareholders holding the largest percentage of the share capital shall be put to vote first. In the event that said proposal is rejected, then any other proposals shall be put to vote in descending order based on the higher percentage of share capital held by the proposing party.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to art. 127-ter TUF, persons entitled to vote in the meeting can ask questions before the meeting on items on the agenda, provided that the company has received a specific notice from an intermediary authorised in accordance with applicable legislation.

Questions must be submitted to the Company in writing, by electronic notice to the certified email address: amministrazione@pec.unieuro.com. Questions must be received within seven trading days prior to the Meeting, that is within **4th June 2021**. Proof of voting rights may also be provided after the sending of the questions provided it is received within the third day after the seventh trading day prior to the Meeting, thus by **7th June 2021**.

Please indicate the item on the agenda to which each question refers. The Company shall not consider any questions that are not strictly pertinent to the matters on the agenda of the Shareholders' Meeting.

To allow that those entitled to cast their vote through the Designated Representative have the opportunity to take into account answers provided by the Company on those questions received prior to the Shareholders Meeting within the above-mentioned term, the answers shall be published on the Company's website at "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021*" within

12:00 of **11th June 2021**. The company reserves the right to issue a single answer encapsulating questions regarding the same agenda item.

Pursuant to art. 127-ter TUF, no answer shall be given, whether before or during the meeting, to any questions posed before the meeting, if the information requested is already available in the "question and answer" specific section of the Company's website or if otherwise posted on the Company's website.

DOCUMENTATION

Documentation relating to items of business on the agenda of the Shareholders' Meeting shall be made available to the public in accordance with the terms and conditions provided for in the applicable legislation. Shareholders and those entitled to vote may also 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 08:30 to 18:30), and at: "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021*" and on the storage mechanism "emarket Storage" at 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' Regulations, on the company's website at: "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021*" and in abridged form in the daily newspaper "QN-Quotidiano Nazionale".

The Company reserves its right to supplement or modify the content of this notice if, prior to the Shareholders' Meeting, any provisions contained in Section 106 of the Cure Italy Decree are amended or further measures are issued by the competent Authorities to deal the Covid-19 health emergency, insofar as any such measures are relevant to the Meeting proceedings.

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Forlì 14 May 2021

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

Fine Comunicato n.1944-50

Numero di Pagine: 8