



**UNIEURO S.P.A.**

*REGISTERED OFFICE IN FORLI', PALAZZO "HERCOLANI", VIA PIERO MARONCELLI N. 10*

*SHARE CAPITAL EURO 4,000,000.00, FULLY PAID-UP*

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

**BOARD OF DIRECTORS' EXPLANATORY REPORT ON THE PROPOSAL AT ITEM NO. 3 OF THE  
AGENDA OF THE SHAREHOLDERS' ORDINARY MEETING OF UNIEURO S.P.A.  
CONVENED ON JUNE 15 2021 IN SINGLE CALL.**



### 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.**

Dear Shareholders,

The Report concerning the policy for remuneration and recompense paid ("**Report**") has been drawn-up by the Board of Directors pursuant to Article 123-ter of Legislative Decree dated 24 February 1998 No. 58 ("**TUF**") and Article 84-*quater* of the CONSOB Issuers' Regulation adopted pursuant to resolution No. 11971/1999, as per Schedule 7-*bis* of Annex 3A of said Regulation, and shall be made available to the public within the term and in the manner provided for by law.

**3.1. Resolutions on the remuneration policy of the Company referred to in the first section of the report pursuant to Article 123-ter paragraph 3-bis and paragraph 3-ter of Legislative Decree of 24 February 1998 No. 58.**

The first section of the Report illustrates the Company's policy on remuneration to be adopted for the 2021/2022 financial year, for Company Directors, the General Director, Auditors and Managers with Strategic Responsibilities, and sets down the procedures for the adoption and implementation of such policy.

We therefore respectfully invite you to approve the contents of the first section of the Report in accordance with the provisions of paragraphs 3-*bis* and 3-*ter* of Article 123-ter of Legislative Decree of 24 February 1998 No. 58.

In light of that stated above, we would propose that you pass the following resolution:

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

- having examined the first section of the Report concerning the policy for remuneration and recompense paid, drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-*quater* of CONSOB Regulation no. 11971/1999;*
- having acknowledged that, pursuant to Article 123-ter paragraphs 3-bis and 3-ter of Legislative Decree of 24 February 1998 No. 58, the Shareholders' Meeting is called to cast its binding vote regarding the first section of the Report concerning the policy for remuneration and recompense paid;*

**resolves**

*that it approves the first section of the Report concerning the policy for remuneration and recompense paid, as has been prepared in accordance with Article 123-ter of Legislative*



*Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation no. 11971/1999.”*

### **3.2. Resolutions on the second section of the report pursuant to Article 123-ter paragraph 6 of Legislative Decree of 24 February 1998 No. 58.**

The second section of the Report sets forth the individual items that make up the remuneration of members of the Company Directors, Auditors and Managers with Strategic Responsibilities for the year ending 28 February 2021.

We therefore respectfully invite you to express your favorable opinion on the contents of the second section of the Report pursuant to the provisions of paragraph 6 of Article 123-ter TUF.

In light of that stated above, we would respectfully propose that you pass the following resolution:

*“The Shareholders’ Meeting of Unieuro S.p.A.,*

- *having examined the second section of the Report concerning the policy for remuneration and recompense paid, drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation No. 11971/1999;*
- *having acknowledged that, pursuant to Article 123-ter sixth paragraph of Legislative Decree of 24 February 1998 No. 58, the Shareholders’ Meeting is called to cast a non-binding vote on the second section of the Report on the policy concerning the policy for remuneration and recompense paid;*

#### **resolves**

*in favour of that stated in the second section of the Report concerning the policy for remuneration and recompense paid, as has been drawn up pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation no. 11971/1999”*

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Forlì, May 13, 2021

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