

Unieuro S.p.A. – Ufficio Legale
Via Piero Maroncelli, 10
47121–Forlì (FC)

To the attention of Mr. Filippo Fonzi

Via PEC to: amministrazione@pec.unieuro.com

Paris/Milan, 24 May 2021

Object: Request to supplement the agenda pursuant to Article 126–*bis*, par. 1, first period of the CFA of the Ordinary and Extraordinary Shareholders' Meeting of Unieuro S.p.A. to be held on 15 June 2021

Dear Sirs,

reference is made to the notice of call disseminated on 14 May 2021 of the Ordinary and Extraordinary Shareholders' Meeting of Unieuro S.p.A. (the "Company") to be held on 15 June 2021, in one call, to discuss and resolve upon 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'.*

By this letter, Iliad S.A. and Iliad Holding S.p.A., as shareholders holding together No. 2,520,374 ordinary shares of the Company, equal to 12.356% of the share capital of Unieuro request to supplement the agenda of the Shareholders' Meeting of the Company, pursuant to Article 126-*bis*, par. 1, first period, of Legislative Decree of 24 February 1998 No. 58 (the "CFA"), with the following item, to be resolved upon by the Ordinary Shareholders' Meeting:

"Appointment of No. 2 (two) Directors, subject to the increase from No. 9 (nine) to No. 11 (eleven) of the number of the members of the Board of Directors. Related and consequent resolutions."

We attach:

- (i) the communications issued by the authorized intermediaries attesting the ownership of the Unieuro shares by Iliad S.A. and Iliad Holding S.p.A. in an amount higher than one fortieth of the share capital pursuant to Article 126-*bis*, par. 1, first period of the CFA, under annex "A";
- (ii) the explanatory report showing the reasons of this request, pursuant to Article 126-*bis*, par. 4 of the CFA, under annex "B".

We also provide a copy of the ID document of the undersigned, alongside with the power of attorney granted by the legal representatives of Iliad S.A. and Iliad Holding S.p.A., and the relevant phone number.

Kind regards,

Ue htdo

Iliad S.A.

Lina Vitolo

Lina Vitolo

Iliad Holding S.p.A.

Lina Vitolo

* * *

ANNEXES

- A. COMMUNICATIONS OF THE AUTHORIZED INTERMEDIARIES
- B. EXPLANATORY REPORT

Annex A

COMMUNICATIONS OF THE AUTHORIZED INTERMEDIARIES

CERTIFICAZIONE DI PARTECIPAZIONE AL SISTEMA
DI GESTIONE ACCENTRATA **MONTE TITOLI**
(art.43/45 del provvedimento Banca d'Italia/Consob 13/08/2018)

Intermediario che rilascia la certificazione

ABI CAB
denominazione **Societe Generale Securities Service S.p.A**

Intermediario partecipante se diverso dal precedente

ABI
denominazione _____

data della richiesta

Ggmmssaa

data di invio della comunicazione

Ggmmssaa

n° progressivo annuo**n° progressivo certificazione
a rettifica/revoca****causale della rettifica/revoca****Su richiesta di:**

SOCIETE GENERALE

Titolare degli strumenti finanziari:

cognome o denominazione **ILIAD HOLDING SPA**
nome _____
13959861009
codice fiscale / partita iva _____
comune di nascita _____ provincia di nascita _____
data di nascita _____ nazionalità _____
ggmmssaa _____
indirizzo _____
Viale Francesco Restelli I/A
città **20124 MILANO** **ITALIA**

Strumenti finanziari oggetto di certificazione:

ISIN
denominazione

Quantità degli strumenti finanziari oggetto di certificazione:**Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione**

data di: costituzione modifica estinzione
ggmmssaa

Natura vincolo _____

Beneficiario vincolo (denominazione, codice fiscale, comune e data di nascita, indirizzo e città di residenza o della sede)

data di riferimento

ggmmssaa

termine di efficacia/revoca

ggmmssaa

diritto esercitabile**Note****Firma Intermediario**

SOCIETE GENERALE
Securities Service S.p.A.

SGSS S.p.A.

Sede legale
Via Benigno Crespi, 19/A
20159 Milano
Italy

Tel. +39 02 9178.1
Fax. +39 02 9178.9999
www.securities-
services.societegenerale.com

Capitale Sociale € 111.309.007,08
interamente versato
Banca iscritta all'Albo delle Banche
cod. 5622
Assoggettata all'attività di direzione e
coordinamento di Société Générale S.A.

Iscrizione al Registro delle Imprese di
Milano, Codice Fiscale e P. IVA
03126570013 Aderente al Fondo
Interbancario di Tutela dei Depositi

CERTIFICAZIONE DI PARTECIPAZIONE AL SISTEMA
DI GESTIONE ACCENTRATA **MONTE TITOLI**
(art.43/45 del provvedimento Banca d'Italia/Consob 13/08/2018)

Intermediario che rilascia la certificazione

ABI CAB
denominazione **Societe Generale Securities Service S.p.A**

Intermediario partecipante se diverso dal precedente

ABI
denominazione _____

data della richiesta

Ggmmssaa

data di invio della comunicazione

Ggmmssaa

n° progressivo annuo**n° progressivo certificazione
a rettifica/revoca****causale della rettifica/revoca****Su richiesta di:**

SOCIETE GENERALE

Titolare degli strumenti finanziari:

cognome o denominazione ILIAD S.A.
nome _____
codice fiscale / partita iva _____
comune di nascita _____ provincia di nascita _____
data di nascita _____ nazionalità _____
indirizzo ggmmssaa
Rue de la Ville l'Eveque,16
città 75008 PARIS FRANCE

Strumenti finanziari oggetto di certificazione:

ISIN
denominazione

Quantità degli strumenti finanziari oggetto di certificazione:**Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione**

data di: costituzione modifica estinzione
ggmmssaa

Natura vincolo _____

Beneficiario vincolo (denominazione, codice fiscale, comune e data di nascita, indirizzo e città di residenza o della sede)

data di riferimento

ggmmssaa

termine di efficacia/revoca

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Annex B

EXPLANATORY REPORT

APPOINTMENT OF NO. 2 (TWO) DIRECTORS, SUBJECT TO THE INCREASE FROM NO. 9 (NINE) TO NO. 11 (ELEVEN) OF THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS. RELATED AND CONSEQUENT RESOLUTIONS

Dear Shareholders,

this explanatory report has been drafted by Iliad S.A. and Iliad Holding S.p.A. (together "Iliad"), pursuant to Article 126-*bis*, par. 4, of Legislative Decree of 24 February 1998, No. 58 (the "CFA"), in connection with the request to supplement the agenda of the Ordinary and Extraordinary Shareholders Meeting of Unieuro S.p.A. (the "Company" or "Unieuro") - to be held, in one call, on 15 June 2021 - with the following item, to be resolved upon by the Ordinary Shareholders' Meeting:

Appointment of No. 2 (two) Directors, subject to the increase from No. 9 (nine) to No. 11 (eleven) of the number of the members of the Board of Directors. Related and consequent resolutions.

* * *

The current Board of Directors of the Company, appointed by the Shareholders' meeting of Unieuro of 18 June 2019, is composed by 9 directors and will remain in office until the Shareholders Meeting called to resolve upon the financial statements as of 28 February 2022.

Between March and May 2021, Iliad S.A. and Iliad Holding S.p.A. purchased a total shareholding equal, as of today, to 12.356% of the share capital of the Company.

In light of its investment, undertaken with a long-term perspective and with the aim of supporting the Company in achieving its growth targets, Iliad proposes to increase the number of the members of the Board of Directors of the Company from 9 (nine) to 11 (eleven) and to appoint Mr. Benedetto Levi and Giuseppe Nisticò as new directors of the Company until the expiry of the office of the current Board of Directors, and therefore until the Shareholders Meeting of Unieuro called to resolve upon the financial statements as of 28 February 2022.

As already pointed out above and disclosed to the market on 6 April 2021, the participation in the share capital of the Company is a long-term investment for Iliad. Iliad deems that the increase in the number of the Directors of the Company could allow the designation of new professional figures, complementary for what concerns experience and qualities, which could make the current Board even stronger, further enriching the dialectic and the skills of the Board, encouraging an even more effective Board action to support the Company's development and the creation of long-term value.

The increase of the number of the Directors is of course in line with the provisions of Article 12.1 of the Articles of Association of Unieuro, pursuant to which the Company is administered by a Board

of Directors composed of an odd number of no less than 7 (seven) and no more than 15 (fifteen) members and the proposal is for a limited increase, taking into account competence and added value. In line with the provisions of Article 14.9 of the Articles of Association, the slate voting mechanism will not be applied for the appointment of the new Directors.

By means of increasing the number of the members of the Board from 9 (nine) to 11 (eleven), not only the new shareholder base of the Company is taken into consideration, but also it is confirmed the appreciation for the current Board of Directors and its features, given the presence of a significant amount of directors holding the independence requirements set forth by Article 148 CFA and the Code of Corporate Governance for listed companies. In light of this, the proposal by Iliad does not change the relevance and the essential contribution of independent directors, who will continue to be the majority of the members of the Board of Directors of Unieuro.

At the same time, Iliad as shareholder intends to support the desired growth of the Company by submitting the candidacy of Mr. Benedetto Levi and Mr. Giuseppe Nisticò, both managers well-known in the market for their professional skills and competence in the retail and commercial sector, holding - respectively - corporate offices and a management position in the Iliad Italia Group.

It is pointed out that both candidates do not hold offices in any listed companies, even abroad, nor in companies, domestic or abroad, which mainly deal with the insurance, banking, brokerage, asset management or financial sectors, and they showed enthusiasm to the possibility to actively contribute to the action of the Board, making their competences and energies, which have already contributed to the Iliad's success in Italy, available to the Company. With the same enthusiasm they are ready to support the Company, also - as better specified in the following - waiving the remuneration due as member of the Board of the Company.

Mr. Benedetto Levi has led the launch and development of Iliad in the Italian market; graduated in logistic and production engineering at *Politecnico di Torino*, after a master in management at the Commercial Superior School of Paris, he founded in 2013 a start-up focused on smartphone accessories. During 2015, he held the office of country manager for Italy of the start-up Captain Train, later acquired by the independent group Trainline, European leader in the online selling of train tickets, of which he led the entry into the Italian market. Currently he is the Chief Executive Officer of Iliad Holding S.p.A. and Sole Director of the other Companies of the Iliad Italia Group, i.e. Iliad Italia S.p.A., Iliad Customer Care S.r.l. and Iliad 1 S.r.l..

Mr. Giuseppe Nisticò, graduated in Business Administration at Bocconi University of Milan, is currently Head of Distribution & Logistics B2C of Iliad Italia S.p.A. Through a career of more than fifteen years in the telecommunications sector, he has acquired a solid experience in the field of product-service integration and the multi-channel approach. He began his career in 2004 in the telecommunications market, holding roles of increasing responsibility until becoming Head of Large Retail and Special Channel at H3G, maintaining the role even after the merger of the two brands Wind and 3. In 2017 he joined Samsung Italy, acquiring specific skills focused on the management

of products integrated with the service. In 2018 he joined Iliad Italia group as Head of Distribution and Logistics B2C. He is currently responsible for the development of all direct and indirect physical sales channels and the B2C logistics division.

The declarations of acceptance of the appointment by each candidate and the declarations stating that there are no reasons for ineligibility and incompatibility, as well as the existence of the requested requirements and all other information required by applicable laws and regulations and by the Articles of Association, including the suitability to be qualified as independent, on the basis of the criteria laid down by law and those adopted by the Company, have been filed along with this report. With the declarations, also a curriculum vitae for each candidate has been filed, concerning the personal and professional characteristics with the indication of the offices of management and control held in other companies.

The proposal by Iliad, if approved, will not entail any financial burden on the Company. On this, the candidates, Mr. Benedetto Levi and Mr. Giuseppe Nisticò, renounce the remuneration as Director of the Company pursuant to Article 2389, par. 1, of the Italian Civil Code, without prejudice to the right to the reimbursement of the expenses incurred in carrying out their functions as directors.

* * *

In light of the above, we hereby invite you to approve the following resolution proposal:

- (i) Increase the number of the members of the Board of Directors from 9 (nine) to 11 (eleven);
- (ii) Appoint Mr. Benedetto Levi and Mr. Giuseppe Nisticò as new Directors of the Company, it being understood that the new Directors will remain in office until the expiry of the office of the current Board of Directors, and therefore until the Shareholders Meeting called to resolve upon the financial statements as of 28 February 2022;

acknowledging that the candidates renounce the remuneration as Director of the Company pursuant to Article 2389, par. 1, of the Italian Civil Code, without prejudice to the right to the reimbursement of the expenses incurred in carrying out their functions as directors.