



SPAFID
CONNECT

Informazione Regolamentata n. 1944-64-2021	Data/Ora Ricezione 28 Maggio 2021 18:12:40	MTA - Star
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Societa' : Unieuro S.p.A.
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Informazione
Regolamentata
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Data/Ora Inizio : 28 Maggio 2021 18:12:41
Diffusione presunta
Oggetto : Unieuro S.p.A. Integration 2021 Meeting
Agenda

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

INTEGRATION TO THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Reference is made to the Ordinary and Extraordinary Shareholders' Meeting of Unieuro S.p.A. ("**Unieuro**" or "**Company**") duly called (in single call) on 15 June 2021 at 15:00, by means of the notice published on 14 May 2021 such meeting ("**Meeting**") to take place at the Notary Public's offices situated at via Mentana 4, Forlì.

In this regard, we inform you that the Board of Directors of Unieuro, in response to a joint request put forward by the shareholders Iliad S.A. and Iliad Holding S.p.A. pursuant to art. 126-bis Legislative Decree No. 58/1998, duly resolved on 28 May 2021 that the agenda of the ordinary Shareholders' Meeting be integrated with the following item:

"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".

As a consequence of this integration, the agenda of the Assembly is now that set forth below:

AGENDA

Ordinary Shareholders' Meeting

1. Financial Statements as at 28 February 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 28 February 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.

6. 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.

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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DOCUMENTATION

The report concerning item 6 on the agenda drawn up by the shareholders requesting said integration pursuant to art. 126-bis of Legislative Decree No. 58/1998 (accompanied by the proposed resolution) and the relative assessment of the Board of Directors of Unieuro, are available, together with all other documentation: at the Company's registered office in Via Piero Maroncelli 10, 47121 Forlì; on the Company website "[https://unieurospa.com/en/_home/ Corporate Governance / Shareholders' Meetings / Meeting 2021](https://unieurospa.com/en/_home/CorporateGovernance/ShareholdersMeetings/Meeting2021)"; on the "eMarket Storage" storage mechanism viewable at <https://www.emarketstorage.com/home/homepage.en.htm>. The Company has published the updated version of the proxy forms to the Designated Representative on its website ("[https://unieurospa.com/en/_home/ Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021](https://unieurospa.com/en/_home/CorporateGovernance/ShareholdersMeetings/ShareholdersMeeting2021)").

This notice is published on the Company's website ("[https://unieurospa.com/en/_home/ Corporate Governance / Shareholders' Meetings / Meeting 2021](https://unieurospa.com/en/_home/CorporateGovernance/ShareholdersMeetings/Meeting2021)") as well as on the authorised storage mechanism (<https://www.emarketstorage.com/home/homepage.en.htm>). Notice of the integration shall also be published on 29 May 2021 in the newspaper "QN Quotidiano Nazionale".

AGENDA ITEM 6

With reference to item 6 on the agenda of the ordinary meeting, we draw your attention to the fact that the procedure which envisages election of candidates from those presented in lists does not apply pursuant to art. 14.9 of the Articles of Association, on grounds that said item 6 does not concern appointment of the entire Board of Directors; thus, the Meeting is called to resolve by way of majority vote in line with the clarifications indicated therein. In any case, further information is available in the apposite report prepared by the Board of Directors and containing its assessment on the request for integration received from the shareholders.

OTHER MATTERS

For all other timelines and information, you are referred to the notice published on 14 May 2021 and available on the Company's website "[https://unieurospa.com/en/_home/ Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2021](https://unieurospa.com/en/_home/CorporateGovernance/ShareholdersMeetings/ShareholdersMeeting2021)", as well as on the authorised storage mechanism (<https://www.emarketstorage.com/home/homepage.en.htm>).

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Forlì, 28 May 2021

*For and on behalf of the Board of Directors
The Chairman
(Stefano Meloni)*

Fine Comunicato n.1944-64

Numero di Pagine: 4