



SPAFID  
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Oggetto : Unieuro S.p.A. Notice of Call Shareholders  
Meeting June 2022

*Testo del comunicato*

Vedi allegato.



Unieuro S.p.A. - Registered office in Forlì, Palazzo Herculani, via Piero Maroncelli 10  
Share capital euro 4,139,724.20 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 duly convened to attend the Ordinary and Extraordinary Shareholders' Meetings, to be held on 21 June 2022, at 11:00, in its first and only call, such meetings to take place at the notary public's offices situated at Studio Maltoni Scozzoli, Via Mentana 4, Forlì, to discuss and resolve on the following:

### AGENDA

#### Ordinary Shareholders' Meeting:

1. Financial Statements as at 28 February 2022, 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 external Auditing Firm. Presentation of the Consolidated Financial Statements as at 28 February 2022 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 and consequential resolutions.
3. Report concerning the policy for remuneration and recompense paid:
  - 3.1 approval of the first section of the report pursuant to article 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 article 123-ter paragraph 6 of Legislative Decree of 24 February 1998 No. 58.
4. Appointment of the Board of Directors:
  - 4.1 determination of number of members of the Board of Directors;
  - 4.2 determination of term of office of the Board of Directors;
  - 4.3 appointment of members of the Board of Directors;
  - 4.4 appointment of Chairman of the Board of Directors;
  - 4.5 determination of remuneration of the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors for a term up to date of approval of the financial statements as at 28 February 2025. Related and consequential resolutions.
  - 5.1 appointment of three standing Auditors and two alternate Auditors;
  - 5.2 appointment of the Chairman of the Board of Statutory Auditors;
  - 5.3 determination of remuneration of the standing members of the Board of Statutory Auditors.

6. Proposal for approval of a of a Unieuro share-based plan called the "Performance Shares Plan 2023-2028" pursuant to art. 114-bis of Legislative Decree 24 February 1998, n. 58; related and consequential resolutions.
7. Authorisation to purchase and dispose of treasury shares; related and consequential resolutions.

#### Extraordinary Shareholders' Meeting:

1. Proposal that the Board of Directors be granted powers pursuant to article 2443 Civil Code and for a period of five years from the date of the resolution, to increase the share capital on a gratuitous basis. Such capital increase may take place in one or more tranches pursuant to article 2349 Civil Code, up to a maximum amount of Euro 180,000.00, to be imputed in full to capital, by means of a new share issuance of a maximum no. 900,000 ordinary Unieuro Shares with no express indication of their par value to beneficiaries of the plan entitled "Performance Shares Plan 2023-2028"; subsequent amendment to article 6 of the current Articles of Association. Related and consequential resolutions.

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### MANNER OF CONDUCT OF THE SHAREHOLDERS' MEETING

The Company has opted to avail of the provisions of article 106 paragraph 4 of Law Decree No. 18 of 17 March 2020 ("**Cure Italy Decree**") - transposed with amendments into Law No. 27 of 24 April 2020, the application of which was last extended by Law Decree No. 228 of 30 December 2021, transposed with amendments into Law No. 15 of 25 February 2022. Therefore, all those entitled to vote may attend the Shareholders' Meeting **solely by means of the Company's designated representative**, which is Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., having its registered office in Milan ("**Spafid**" or "**Designated Representative**") - pursuant to article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 ("**TUF**") in the manner set forth below.

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

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

The subscribed and paid-up capital is 4,139,724.20 EUR (four million one hundred and thirty-nine thousand seven hundred and twenty-four/20), represented by 20,698,621 (twenty million six hundred and ninety-eight thousand six hundred and twenty-one) 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 at the Extraordinary Shareholders' Meeting.

Share capital information can be also viewed on the Company's website: "*Unieurospa.com / Investor Relations / Information on the Shares / Capital and Shareholders*".

### RIGHTS TO ATTEND AND VOTE 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 and the right to vote - which may be done solely through the Designated Representative - shall be conditional upon the Company having received a notice to be requested by each rights holder from its own intermediary and issued by an intermediary authorised in accordance with legislation in force, 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 (**10 June 2022**, the "Record Date"). Any credit and debit entries on the accounts after that date shall not be 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 **16 June 2022**. 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 within the timeline and in the manner set forth above, prior to commencement of the Shareholders' Meeting. 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, participation at the meeting by shareholders' holding voting is permitted solely by grant of proxy to the Designated Representative.

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' Meetings / Shareholders' Meeting 2022*" - in adherence with the compilation and sending instructions contained therein.

The proxy shall be submitted to the above-mentioned 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 apposite 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 (**17 June 2022**) in either of the following ways: (i) by email attaching an electronically reproduced copy (PDF) to the certified e-mail address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Unieuro Meeting 2022"), 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 2022"), also forwarding an email attaching an electronically reproduced copy (PDF) to [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Unieuro Meeting 2022").

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 (**17 June 2022**) 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 Shareholders' Meeting quorum. Any proxy for which no voting instructions have been given on a resolution shall not be calculated for the purpose of passing of that resolution.

The Company also underlines that, pursuant to the above-mentioned Cure Italy Decree, a Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* TUF, in derogation of article 135-*undecies* paragraph 4 TUF. Therefore, any party which does not intend to avail of the rights set forth under article 135-*undecies* TUF may, in the alternative, grant a proxy or sub-proxy to said Designated Representative pursuant to article 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 article 135-*novies* TUF shall be sent to the Designated Representative in the manner referred to above, as is also contained in the proxy form available on the above-mentioned Company website, within 18:00 on 20 June 2022. 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](mailto:confidential@spafid.it) or on the following telephone numbers (+39) 0280687335 and (+39) 0280687319 (weekdays days from 09:00 to 17:00).

#### **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS (AS PER ARTICLE 126-BIS PARAGRAPH 1, FIRST SENTENCE TUF)**

Pursuant to article 126-*bis* TUF, Shareholders who individually or collectively hold at least one-fortieth of the share capital (2.5%) may request, within ten days of publication of this notice of call (thus by 21 May 2022), additions to the business on the agenda for discussion, indicating in their requests the additional items proposed 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 duly 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, Shareholders are required to pass resolutions at the Shareholders' Meeting based on a proposal put forward by the Directors or on any plan or report, other than those provided for by article 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](mailto:amministrazione@pec.unieuro.com). Please use the following captions: "Shareholders' Meeting Unieuro 2022: proposed additions to the agenda as per article 126-*bis* paragraph 1, first sentence TUF" and/or "Shareholders' Meeting Unieuro 2022: resolution proposal as per article 126-*bis* paragraph 1, first sentence TUF". Such requests must be accompanied by the following information: Presenting shareholders' identity (including telephone number if available); aggregate percentage of the share capital held by the said shareholders; reference details of the notice from intermediary to Company in conformance with the applicable legislation.

The Company shall give notice of any items added to the agenda or of any additional proposed resolutions submitted, in the same manner used for the publication of this notice, at least fifteen days prior to the scheduled date of the Shareholders' Meeting. At the same time of the disclosure of the proposed new agenda item and any proposed resolutions to items already on the agenda, such latter proposals as well as proposal on the integration on new agenda items, as the case may be, along with the Company's Board of Directors' comments thereon, if any, shall be made available to the public in the manner envisaged by article 125-ter paragraph 1 TUF.

### **PRESENTATION OF PROPOSED RESOLUTIONS, BY ANY PARTY ENTITLED TO VOTE (ARTICLE 126-BIS PARAGRAPH 1, PENULTIMATE SENTENCE TUF).**

Mindful that participation at the Shareholders' Meeting is permitted solely through the Designated Representative, for the purposes of this Shareholders' Meeting only, any party having the right to vote may individually submit to the Company any resolution proposal on the items on the agenda within **6 June 2022**. This is to enable interested parties to exercise their rights set out in article 126-bis paragraph 1 penultimate sentence TUF - in any case in a manner and within the timescales compatible with the particular circumstances envisaged and under strict requirement that individual resolution proposals be made known to all those entitled to attend the Shareholders' Meeting and exercise their voting rights in good time so they may duly provide voting instructions to the Designated Representative.

Only Shareholders from whom the Company has received a specific notice from an intermediary, authorised in accordance with the applicable legislation, shall be entitled to submit proposals for new resolutions. Any such proposals shall be formulated in a clear and complete manner and submitted in writing and captioned as: "Shareholders' Meeting Unieuro 2022: resolution proposals pursuant to article 126-bis, paragraph 1, penultimate sentence TUF" indicating: the item of the agenda to which the proposal pertains; the text of the proposed resolution; identification of the presenting party, including - where possible - a telephone number. All such proposals shall be sent to Unieuro S.p.A. within the above-mentioned deadline by registered letter to the Company's registered office, Via Piero Maroncelli 10, 47121 Forlì, for the attention of Mr. Filippo Fonzi, Legal Department or by electronic notification to the certified email address [amministrazione@pec.unieuro.com](mailto: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](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022" by **7 June 2022**, 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 to permit proper conduct of the meeting business, the Company reserves the right to verify: The relevance of proposals with respect to the items on the agenda; the completeness of such proposals and their compliance with the applicable legislation; the right of the presenting party to make the proposals.

Order of voting on resolutions: In the event a shareholder puts forward any resolution proposal on an agenda item as an alternative to that put forward by the Board of Directors, the Board's proposal shall be put to vote first (unless it is withdrawn). The shareholder's alternative proposal shall be put to vote only in the event the Board's proposal is rejected. In the event the Board of Directors has not put forward a resolution on any resolution proposal made by a shareholder, then the proposal presented by those shareholders holding the largest percentage of 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 PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to article 127-ter TUF, persons entitled to vote in the Meeting may pose questions prior to the Meeting on items on the agenda, provided that the Company has received a specific notice from the duly authorised intermediary in accordance with legislation in force.

Questions to the Company, accompanied by the name of the rights holder posing said question/s shall be submitted in writing by notice to the certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com). Questions shall be received within seven trading days prior to the Shareholders' Meeting, thus no later than **10 June 2022**. Proof of voting rights may be provided after the questions have been sent, provided such proof is received no later than the third day after the seventh trading day prior to the Shareholders' Meeting, thus by 13 June 2022.

A party submitting question/s is requested to indicate the item on the agenda to which each question refers. The Company shall not consider any question not strictly pertinent to the business on the agenda of the Shareholders' Meeting.

Answers shall be published on the Company's website at "[Unieurospa.com](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022" within 12:00 **17 June 2022**, so as to allow those entitled to cast their vote through the Designated Representative to have occasion to take into account answers provided by the Company on those questions received prior to the Shareholders' Meeting within the above-mentioned deadline. The Company reserves the right to issue a single answer encapsulating questions regarding the same agenda item.

Pursuant to article 127-ter TUF, if the information requested in a question is already available in the "question and answer" section of the Company's website, or in any case already published on the Company's website, no answer to that question shall be furnished whether prior to or during the Shareholder's Meeting.

## APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Company's Board of Directors shall be carried out in compliance with the provisions of articles 13 *et seq.* of the Articles of Association, which applies for matters not expressly detailed below.

Directors shall be appointed according to a list-voting procedure. Parties entitled to submit lists are: the Board of Directors in office; shareholders, holding individually or collectively 2.5% (two point five percent) of the share capital at the time the list is submitted, as provided for in Consob Management Deliberation No. 63 of 15 March 2022.

Each shareholder, shareholders party to a shareholders' agreement concerning the Company relevant for the purposes of article 122 TUF, the controlling entity, controlled companies, companies under common control and other affiliated parties whether such affiliation is direct or indirect pursuant to the law and regulations in force from time to time, shall not submit or take part in the submission of more than one list whether directly or through any third party or trust company. Nor may they vote for different lists.

### Preparation of lists

Each candidate shall be put forward in one list only, otherwise said candidate's candidacy shall be deemed ineligible.

Each list shall include and name at least 2 (two) candidates who comply with the independence requisites laid down in the legislation in force from time to time (being the independence

requisites governing auditors of listed companies under article 148 paragraph 3 TUF as referred to by article 147-ter paragraph 4 TUF).

To ensure compliance with gender balance quotas legislation, any list containing 3 (three) or more candidates shall also include a number of candidates from the under-represented gender so as to ensure that: The list respects the principle of gender balance; the number is at least the minimum required under the laws and regulatory provisions in force from time to time.

#### Composition of the Board of Directors and Directors Requisites

For the purposes of selecting appropriate candidates, you are reminded that members of the Board of Directors must meet the integrity requisites laid down by article 147-quinquies TUF which refers to the integrity requisites applicable to members of the Board of Statutory Auditors of listed companies under article 148 paragraph 4 TUF (as currently governed under article 2 of Decree of the Ministry of Justice No. 162 of 30 March 2000).

Furthermore, members of the Board of Directors shall not put themselves in situations that would render them ineligible for or incompatible with the office.

In conformance with Recommendation No. 23 of the Corporate Governance Code of listed companies to which the Company adheres ("**Corporate Governance Code**"), the outgoing Board of Directors has provided guidelines to Shareholders on the size and composition of the incoming Board of Directors ("**Guidelines**"). Said Guidelines can be viewed on the Company's corporate website "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022*".

#### Submission of lists

Pursuant to article 147-ter TUF, shareholders shall submit their lists of candidates at least twenty-five days prior to the date of the Shareholders' Meeting (by **27 May 2022**). Said lists shall be published by the deadline provided for under regulations in force (by **31 May 2022**).

Lists shall be submitted in one of the following manners:

- by personal delivery (on working days, Monday to Friday from 8:30 to 18:30) to the registered office of the Company in Via Piero Maroncelli 10, 47121 Forlì;
- by electronic notification to certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com) (subject: "Unieuro 2022 Shareholders' Meeting; filing of Board of Directors' lists").

Please take note that ownership of the minimum shareholding required to submit lists as mentioned above, shall be determined based on the shares registered to the Shareholder on the day the lists are submitted to the Company. However, the related certification evidencing share ownership may be produced thereafter by way of an authorised intermediary pursuant to current legislation, at least twenty-one days prior to the Shareholders' Meeting date (by **31 May 2022**).

Any list submitted by the Board of Directors shall be filed at the Company's registered office or sent to the Company by remote means of communication, no later than the thirtieth day prior to the Shareholders' Meeting date (by **22 May 2022**).

All lists must be submitted together with the supporting documents and information required under the Articles of Association and current legislation. In this regard, you are advised that the following information shall accompany the lists:

- a) information about the shareholder/s who submitted the list and the percentage of share capital held;



- b) a declaration from shareholder/s, other than those who hold a controlling or relative majority interest - including collectively- certifying there are no relationships of affiliation whether direct or indirect between such shareholders under applicable legislation and regulations (in this regard, we recall the recommendations of Consob in Communication no. DEM / 9017893 of 26 February 2009);
- c) the *curriculum vitae* of each candidate and a declaration from each such candidate attesting under his/her own responsibility, that there are no grounds for ineligibility or incompatibility and that he/she meets the requirements for the particular office;
- d) a summary of the management and control positions held in other companies and of any eligibility criteria met to qualify as independent pursuant to current legislation and the corporate governance code of conduct adopted by the Company;
- e) a declaration whereby each candidate accepts his/her nomination;
- f) any other declaration, information and/or document as may be required by applicable legislation and regulations in force from time to time.

As recommended by the Corporate Governance Code, the Board of Directors shall require that any party/ies submitting a list that contains more than half the number of candidates: i) must provide sufficient information in the documentation accompanying the list such as to show that the composition of the list complies with the Guidelines; ii) must indicate their candidate for the office of Chairman of the incoming Board of Directors.

We further remind you that, should it not prove possible to appoint the Directors according to the list-vote procedure for any reason whatsoever, then the Shareholders' shall resolve thereon with the majorities provided for by law, so as to ensure that the composition of the Board of Directors complies with the law, the Articles of Association and the gender balance regulations in force.

For further information on the appointment of the Board of Directors, please refer to the explanatory report pertaining to the related item on the agenda, made available to the public within the timescales and according to the procedures set out in current legislation.

### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

Appointment of the Company's Board of Statutory Auditors shall be carried out in compliance with the provisions of article 21 of the Articles of Association, which applies for matters not expressly detailed below.

More specifically, pursuant to article 21.1 of the Articles of Association, the Board of Statutory Auditors shall be appointed at the Shareholders' Meeting. Said Board shall comprise of three Standing Auditors and two Alternate Auditors. The Standing Auditors and the Alternate Auditors shall be selected from lists submitted by the shareholders who individually or collectively hold the percentage of share capital provided for by law or regulations in force at the time of submitting the list.

Shareholders holding individually or collectively 2.5% (two point five percent) of the share capital at the time the list is submitted, as provided for in Consob Management Deliberation No. 63 of 15 March 2022, are entitled to submit lists.

Each shareholder, shareholders party to a shareholders' agreement concerning the Company relevant for the purposes of article 122 TUF, the controlling entity, controlled companies, companies under common control and other affiliated parties whether such affiliation is direct or indirect pursuant to the law and regulations in force from time to time, shall not submit or take

part in the submission of more than one list whether directly or through any third party or trust company. Nor may they vote for different lists.

### Preparation of lists

Each candidate shall be put forward in one list only, otherwise said candidate's candidacy shall be deemed ineligible.

The lists shall have two sections: one for the appointment of Standing Auditors and the other for the appointment of Alternate Auditors. The first candidate in each section shall be a certified auditor who has worked for a minimum of 3 (three) years as an auditor for clients that are legally required to have their financial statements audited. Any other candidates failing to meet such requirement for the immediately preceding period, shall meet the other professional requisites under legislation and regulations in force from time to time. In the event of non-fulfilment of the obligations laid down in this paragraph, the list shall be deemed unsubmitted.

### *Requirements for Auditors*

Each list of candidates for the offices of Standing Auditor and Alternate Auditor shall contain a number of candidates belonging to the under-represented gender so as to ensures gender balance between the candidates on the list in accordance with the minimum quota required under law and regulations in force from time to time. In the event of non-fulfilment of the obligations laid down in this paragraph, the list shall be deemed unsubmitted.

Candidates for the office of Auditor shall meet the professionalism and integrity requirements laid down by Decree of the Ministry of Justice No. 162 of 30 March 2000. For the purposes of the provisions of article 1 paragraph 2 letters b) and c) of said decree, matters relating to commercial law, company law, tax law, business economics, corporate finance, any similar or comparable areas of practice, as well as matters and sectors strictly related to the Company's sector of activity, are deemed strictly within the remit of the Company's business.

Candidates shall also meet the independence requisites provided for under current legislation. The provisions of law and regulations in force shall govern any circumstances of ineligibility as well as the limits on the cumulative number of management and control positions as may be held by the members of the Board of Statutory Auditors.

### Submission of lists

Shareholders shall submit their lists of candidates no later than **27 May 2022** in the following manner:

- by personal delivery (working days Monday to Friday from 8:30 to 18:30) to the registered office of the Company in Via Piero Maroncelli 10, 47121 Forlì;
- by electronic notification to the certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com) (subject: "Unieuro 2022 Shareholders' Meeting: filing of Board of Statutory Auditors lists").

Please take note that ownership of the minimum shareholding required to submit lists as mentioned above, shall be determined based on the shares registered to the Shareholder on the day the lists are submitted to the Company. However, the related certification evidencing share ownership may be produced thereafter by way of an authorised intermediary pursuant to current legislation, at least twenty-one days prior to the Shareholders' Meeting date (by 31 May 2022).

All lists must be submitted together with the supporting documents that identify the presenting party and more specifically:

- a) information about the shareholder/s who submitted the list and the percentage of share capital held;
- b) a declaration from shareholder/s, other than those who hold a controlling or relative majority interest - including collectively - certifying there are no relationships of affiliation whether direct or indirect between such shareholders under applicable legislation and regulations (in this regard, we recall the recommendations of Consob in Communication no. DEM / 9017893 of February 26, 2009);
- c) the *curriculum vitae* of each candidate and a declaration from each such candidate attesting under his/her own responsibility, that there are no grounds for ineligibility or incompatibility and that he/she meets the requirements for the particular office;
- d) a list of the management and control positions held in other companies.
- e) a declaration that the candidate meets the apposite requisites including those of integrity, professionalism, independence and those relative to the cumulation of offices under applicable legislation and regulations, the Articles of Association and that he/she shall accept the office and the candidacy entails, if elected.
- f) any other declaration, information and/or document as may be required by applicable legislation and regulations in force from time to time.

Please note the outgoing Board of Statutory Auditors has drawn up its own guidelines on the requirements for each of its members as well as on its composition in terms of balance and complementarity between the experience and skill-sets of its members. Such guidelines can be viewed on the Company's corporate website "[Unieurospa.com](http://Unieurospa.com) / *Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022*".

Please further note that if, upon expiry of the above-mentioned deadline for filing lists (**27 May 2022**), only one list has been submitted or if only lists have been submitted by shareholders who are connected with one other pursuant to article 144-*quinquies* of the Issuers' Regulation, then lists may be submitted until the third day following that date (until **30 May 2022**). In this case, the thresholds set out by the Articles of Association are reduced by half.

#### Chairman of the Board of Statutory Auditors

Pursuant to the Articles of Association, the Chairman of the Board of Statutory Auditors shall be the standing auditor elected by the minority, unless only one list is voted for or no list is submitted. In such circumstances, the Chairman of the Board of Statutory Auditors shall be appointed at the Shareholders' Meeting upon resolution passed with relative majority of the votes cast.

For further information on the appointment of the Board of Statutory Auditors and its Chairman, please see the explanatory report pertaining to the related item on the agenda, which has been made available to the public together with this notice in the manner described below.

### **DOCUMENTATION**

Documentation relating to items of business on the agenda of the Shareholders' Meeting shall be made available to the public in the manner and in accordance with the timelines provided for in the applicable legislation. Shareholders and those entitled to vote may 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) in the manner that ensures compliance with the restrictive provisions issued by the competent Authorities and at: "[Unieurospa.com](http://Unieurospa.com) / *Corporate Governance / Shareholders' Meetings / Shareholders' Meeting*

2022" and on the storage mechanism "emarket Storage" on the website [www.emarketstorage.com](http://www.emarketstorage.com).

This notice of call is published in its entirety in accordance with the provisions of article 125-bis TUF and article 84 of the Issuers' Regulations, on the Company's website at: "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022*" and in abridged form in the daily newspaper "QN- Quotidiano Nazionale".

The Company reserves its rights to supplement or amend the content of this notice in the event that, prior to the Shareholders' Meeting, the emergency regulations referred to above are amended or further measures are put in place by the competent Authorities, to the extent as any such measures are relevant to the Shareholders' Meeting proceedings.

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Forlì, 11 May 2022

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

Fine Comunicato n.1944-25

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