



*Unieuro S.p.A. - Registered office in Forlì, Palazzo Hercolani, 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*

**FORMS FOR THE PRESENTATION OF THE LIST OF CANDIDATES
FOR THE OFFICE OF DIRECTOR ON THE BOARD OF DIRECTORS
OF UNIEURO S.P.A.**

Shareholders' Meeting

21 June 2022



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[On company letterhead]

Unieuro S.p.A.
Via Piero Maroncelli No 10 Forlì
amministrazione@pec.unieuro.com

Kind attention:
The Secretary of the Board of Directors

[Date], [Place]

ORDINARY SHAREHOLDERS' MEETING OF 21 JUNE 2022: ELECTION OF THE BOARD OF DIRECTORS OF UNIEURO S.P.A., SUBMISSION OF THE LIST OF CANDIDATES.

The undersigned [name of the company signing the declaration], a shareholder of Unieuro S.p.A. ("**Company**") holding [number of shares held] ordinary shares, which is [percentage of share capital held] % of the share capital, with regard to the above-mentioned Shareholders' Meeting *inter alia* convened to resolve on the appointment of the Board of Directors

having regard

to the provisions of legislation - including regulations - in force, to the Company's Articles of Association and to the Corporate Governance Code for listed companies to which the Company adheres ("**Code**"), on the submission of the list of candidates for the purpose of the above-mentioned appointment, inclusive of the rules governing relationships of affiliation between reference shareholders and minority shareholders,

considering

that set forth in: (i) the Explanatory Report of the Board of Directors of the Company pursuant to art. 125-ter TUF and (ii) the "GUIDELINES FROM THE BOARD OF DIRECTORS OF UNIEURO S.p.A. TO THE SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE NEW BOARD OF DIRECTORS" ("**Guidelines** "), published on the corporate website of the Company, as well as the guidelines drawn up by the Board of Directors on 14 April 2020 on the maximum number of directorships and control offices deemed compatible with effective performance of the office of executive director or member of one or more Company intra- board committees,

submits

the following list of candidates put up for election on the Board of Directors of the Company, in the progressive order indicated in said list:

No.	Name	Surname



Where appropriate, indicate with an asterisk * the candidate proposed for the office of Chairman of the Board of Directors ⁽¹⁾.

the list is accompanied by the following documentation:

- copy of the notice given by the intermediary evidencing ownership of the number of shares as declared above for the submission of the lists;
- *curriculum vitae* of each candidate, containing thorough information on his/her personal and professional characteristics, on the skill-sets they have and the list of administration, management and control offices currently held by each of them having due regard to the skills of each candidate with respect to those indicated in the Guidelines;
- a declaration of each candidate that he/she accepts the candidacy and appointment if elected as well as certification, under his/her own responsibility, that there are no circumstances which render him/her ineligible or incompatible and that he/she meets the requisites provided for under legal and regulatory provisions in force to hold office as a Director;
- a declaration on relationships of affiliation with the “relative majority” shareholder

*[The following proposals are merely optional ⁽¹⁾
- beginning of the optional section]*

determination of the number of members of the Board of Directors

the undersigned is desirous that the number of members of the Board of Directors of Unieuro S.p.A be [number of members].

determination of the term of office of the Board of Directors

the undersigned is desirous that the term of office of the Board of Directors of Unieuro S.p.A be [number of years].

determination of the remuneration of the members of the Board of Directors

the undersigned is desirous that the remuneration of the Board of Directors of Unieuro S.p.A be [remuneration for the fees of the Board of Directors, with a precise indication of the amount in Euro and a breakdown of the items it comprises].

- end of the optional section]

Attachments, as stated above.

[Date], [Place]

¹ Please note that, pursuant to Recommendation 23 of the Code, the Board of Directors shall invite any party that submits a list containing a number of candidates greater than half of the members to be elected, *inter alia*, to indicate their candidate for the office of Chairman and, in accordance with the Regulations of the Board of Directors, put forward any further proposals for resolutions functional to the Board appointment process, such as the determination of the number of members, their term of office and their remuneration.



DECLARATION OF ACCEPTANCE OF THE CANDIDATURE FOR OFFICE OF DIRECTOR OF
THE BOARD OF DIRECTORS OF UNIEURO S.P.A.

The undersigned [•], born in [•], on [•],

GIVEN THAT

- he/she has been nominated as a candidate for the office of director by [•] as regards the election of the Board of Directors, to take place at the Shareholders' Meeting of Unieuro S.p.A., having its registered office in Via P. Maroncelli 10, 47121, Forlì (FC) ("**Company**"), convened on 21 June 2022 at 11:00 in single call, at Studio Maltoni Scozzoli, Via Mentana 4, Forlì or at a different location, date and time in the event of any rectification and/or amendment and/or integration of the notice of call by the Company ("**Shareholders' Meeting**"),
- he/she is aware of the provisions of current legislation and regulations, the Company Articles of Association and the Corporate Governance Code promoted by the Italian Corporate Governance Committee ("**Corporate Governance Code**") governing the submission of lists of candidates and of the rules concerning relationships of affiliation between reference shareholders and minority shareholders, as well as that set forth in the notice of call to the Shareholders' Meeting and: (i) in the Explanatory Report of the Company Board of Directors pertaining to the items of business on the agenda of the Shareholders' Meeting ("**Report**") pursuant to article 125-ter of Legislative Decree No. 58 of 24 February 1998 ("**TUF**") and (ii) in the document entitled "GUIDELINES FROM THE BOARD OF DIRECTORS OF UNIEURO S.p.A. TO THE SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE NEW BOARD OF DIRECTORS" ("**Guidelines**") as approved by the Board of Directors on 13 January 2022,

in light of that stated above

DECLARES and CERTIFIES

under his/her own responsibility pursuant to and for the purposes of article 76 of
Presidential Decree 28.12.2000 No 445, that he/she

- irrevocably accepts his/her candidacy and - if elected - the office of member of the Company Board of Directors;
- is not a candidate on any other list for appointment as a Director of the Company;
- is aware of the requirements under current legislation and the Company's Articles of Association concerning the envisaged appointment and of the consequences arising in the event he/she fails to hold the requisites in conformance with current legislation and the Articles of Association;
- is not in any position that would create a situation of ineligibility and/or incompatibility and/or any forfeiture of the right to hold the office as provided for by the applicable legal, regulatory and statutory provisions (including any disqualification from the office of director entered against him/her in a member state of the European Union in accordance with article 2383 Civil Code);
- is not in any position that would create a situation of incompatibility under article 2390 Civil Code (is not a partner with unlimited liability or director or general manager in any company in competition with the Company, or carrying out activities on his/her own account or on behalf of third parties in competition with the Company);
- meets the integrity requisites for appointment to office of Director in accordance with the combined provisions of articles 147-*quinquies* and 148 paragraph 4 of TUF (for which reference is currently made to article 2 of the Decree of the Ministry of Justice No. 162 of 30 March 2000);



- meets the independence requisites envisaged by the combined provisions of articles 147-ter paragraph 4 and 148 paragraph 3, TUF;

or

- does not meet the said independence requisites;

- meets the independence requisites provided for by article 2 of the Corporate Governance Code to which the Company adheres, also taking into account the provisions of the document "*Qualitative and quantitative criteria for the analysis of the relationship between the directors and Unieuro S.p.A. when assessing the independence requirements*" duly approved by the Board of Directors of the Company on 15 April 2021,

or

- does not meet said independence requisites;

- is able to dedicate the time necessary to carry out the duties required of members on the Company's Board of Directors, also taking into account the commitment required by his/her work and professional activities and the number of offices held on administrative and/or control bodies of other companies;
- shall respect the limit on the cumulation of offices, as indicated in the guidelines dated 14 April 2020 draw up by the Board of Directors of the Company, if applicable.

In making the above declarations, the undersigned is deemed to have declared that **he/she** meets the requisites to hold the office of member of the Company's Board of Directors in accordance with legislation and regulatory provisions in force and the Articles of Association of Unieuro S.p.A.

The undersigned attaches hereto: (i) identity document, (ii) professional *curriculum vitae* (iii) list of administration, control and management offices held in other companies on the date this declaration is made as are pertinent for the purposes of the legislative and regulatory provisions in force, the Articles of Association, the Corporate Governance Code which demonstrates, inter alia, compliance with the Guidelines, using the form in Annex A hereto and hereby authorises the disclosure of said information.

The undersigned also declares that he/she:

- shall promptly notify the Company's Board of Directors in the event of any changes to the information provided in this declaration;
- shall, at the request of the Company, produce appropriate documentation to confirm the truthfulness of the declarations made herein;
- is aware that personal data contained in this declaration and in the relative attachments shall be processed by the Company in accordance with the applicable legislation also using IT tools, for the scope and purposes for which this declaration is made, duly authorising its disclosure in compliance pursuant to Regulation (EU) 2016/679 and the domestic legislation in force concerning the protection of personal data.

[date], [place]



LIST OF ADMINISTRATION, CONTROL AND MANAGEMENT OFFICES HELD IN OTHER COMPANIES

Office of Director

COMPANY	GROUP TO WHICH BELONGS	SECTOR OF ACTIVITY	NOTES

Office of Auditor

COMPANY	GROUP TO WHICH BELONGS	SECTOR OF ACTIVITY	NOTES

Management Office

COMPANY	GROUP TO WHICH BELONGS	SECTOR OF ACTIVITY	NOTES

[Date], [place]



DECLARATION ATTESTING THE EXISTENCE OR NON-EXISTENCE OF ANY RELATIONSHIPS OF AFFILIATION AS PROVIDED FOR UNDER CURRENT LEGISLATION GOVERNING SHAREHOLDERS OTHER THAN THOSE HOLDING A RELATIVE MAJORITY

The undersigned [name of the company signing the declaration], a shareholder of Unieuro S.p.A. having [number of shares held] ordinary shares which is [indicate percentage held] of the share capital

given that

said undersigning company:

- intends to submit a list of candidates for election on the Board of Directors of Unieuro S.p.A. pursuant to article 13 of the Articles of Association, and said list shall be put to resolution at the Shareholders' Meeting convened on for 21 June 2022;
- is aware of the provisions of article 147-ter paragraph 3 of Legislative Decree 24 February 1998 No 58 ("TUF") as well as article 144-quinquies of the Issuers' Regulation which provides for relationships of affiliation between one or more reference shareholders and one or more minority shareholders in the following cases at minimum:
 - o family relationships;
 - o membership of the same group;
 - o control relationships between a company and the joint control to which it is subject;
 - o relationships of affiliation pursuant to article 2359 paragraph 3 Civil Code, including with any party belonging to the same group;
 - o performance of any managerial or executive functions by a shareholder which entails strategic responsibilities, within a group to which another shareholder belongs;
 - o being party to the same shareholders' agreement as provided for under article 122 TUF concerning the shares of: issuer, its controlling company or any controlled company thereof.
- is aware of the recommendations of Consob under communication DEM/9017893 of 26 February 2009, which identifies the following significant relationships for the purposes of establishing any connection between lists:
 - o family relationships;
 - o having been party, or any company of the respective group having been party, to any recent shareholders' agreement as provided for under article 122 TUF, concerning shares of the issuer or other companies of the issuer's group;
 - o having been party, or any company of the respective group having been party, to the same shareholders' agreement concerning the shares of third-party companies;
 - o the existence of shareholdings, whether direct or indirect, and of any cross shareholdings, whether direct or indirect, including those between companies of the respective groups;
 - o holding or having recently held any positions in the administration and control bodies of companies in the group of the controlling shareholder (or shareholders) or relative majority, as well as working or having recently worked as an employee for such companies;
 - o having been included in the list submitted by shareholders who hold, including jointly, a controlling or relative majority shareholding for the election of the previous administrative or control bodies, whether directly or through their representatives;
 - o having taken part in the election of the previous administrative or control bodies, in the submission of any list with shareholders who hold, including jointly, a controlling or relative majority shareholding or having voted on a list presented by any of these latter;
 - o having or having recently had any commercial, financial (to the extent not part of the usual activity of the lending party) or professional relations;



- o inclusion in the minority list of candidates who are or have recently been executive directors or executives with strategic responsibilities of the controlling or relative majority shareholder (or shareholders) or of companies belonging to the respective groups;
- is aware of the provisions of Consob in Notice No. 1/22 of 21 January 2022, which provide that any shareholders submitting a list are required to duly declare that there are any relationships of affiliation with the list submitted by the Board of Directors, or shall specify any significant relationships that may exist and the reasons for which such relationships are deemed immaterial to establish a relationship of affiliation;
- agrees to provide Unieuro, upon request, with appropriate documentation confirming the truthfulness of this declaration as well as to make a further declaration to replace the current one on the occurrence of any update of that declared herein

DECLARES

- the inexistence of any relationships of affiliation envisaged under the above-mentioned Consob legal and regulatory framework and the Consob recommendations in communication DEM/9017893 of 26 February 2009 with any shareholder/s who hold/s, including jointly, a controlling or relative majority shareholding in Unieuro S.p.A on the basis of communications of significant shareholdings referred to under article 120 TUF or the disclosure of shareholders' agreements pursuant to article 122 TUF, which can be viewed as of now on the website of Unieuro S.p.A. and on the Consob website;

or

- the existence of relations of affiliation with shareholder/s which - on the basis of the communications of significant shareholdings referred to under article 120 TUF or of shareholders' agreements pursuant to article 122 TUF, as can be viewed as of now on the website of Unieuro S.p.A. and on the Consob website - hold/s including jointly, a controlling or relative majority shareholding in Unieuro S.p.A., deemed immaterial for the following reasons:

RELATIONSHIP OF AFFILIATION	REASONS FOR WHICH DEEMED IMMATERIAL

Moreover, in accordance with Consob Notice 1/22 of 21 January 2022,

DECLARES

- the inexistence of any relationship of affiliation in relation to the List submitted by the Board of Directors deemed material for the purposes of Consob Notice No. 1/22 of 21 January 2022,

or

- the inexistence of any relationship of affiliation in relation to the List submitted by the Board of Directors deemed material for the purposes of Consob Notice No. 1/22 of 21 January 2022, despite the existence of the significant relationships listed below deemed immaterial as far as the affiliation is concerned, for the following reasons:



SIGNIFICANT RELATIONSHIP	REASONS FOR WHICH DEEMED IMMATERIAL

or

[Date], [Place]
