



*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 THE BOARD OF STATUTORY AUDITORS 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

[Date], [Place]

ORDINARY SHAREHOLDERS' MEETING OF 21 JUNE 2022: ELECTION OF THE BOARD OF STATUTORY AUDITORS 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 Statutory Auditors 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 article 125-ter TUF and (ii) the "GUIDELINES FROM THE BOARD OF STATUTORY AUDITORS OF UNIEURO S.p.A. TO THE SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE NEW BOARD OF STATUTORY AUDITORS" ("**Guidelines**"), published on the corporate website of the Company,

submits

pursuant to article 21 of the Articles of Association, the following list of candidates put up for election on the Board of Statutory Auditors of the Company, consisting of two sections, the first one for the election of three standing Auditors and the second one for the election of two alternate Auditors, in the progressive order indicated in said list:

Section no. 1 - Candidates to the office of Standing Auditors

No.	Name	Surname
	(!)	

Section no. 2 - Candidates to the office of Alternate Auditors

No.	Name	Surname

¹ If it is not possible to appoint the Chairman of the Board of Statutory Auditors pursuant to Article 22.6, first sentence, of the Articles of Association, that candidate is proposed as Chairman of the Board of Statutory Auditors.



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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 list;
- *curriculum vitae* of each candidate, containing information on his/her personal and professional characteristics and the list of administration, management and control offices currently held by each of them;
- 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 Statutory Auditor;
- a declaration on relationships of affiliation with the “relative majority”

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

Determination of the remuneration of the standing members of the Board of Statutory Auditors

Moreover, with regard to item no. 5.3 (“*Determination of the remuneration of the standing members of the Board of Statutory Auditors*”) on the agenda of the Ordinary Shareholders’ Meeting, the undersigned proposes that the annual gross remuneration of the Statutory Auditors, for the entire duration of the office, be Euro [●] for the Chairman of the Board of Statutory Auditors and Euro [●] for each standing Auditor, in addition to the reimbursement of expenses incurred in reason of the office. All the above amounts are net of VAT and social security charges, where applicable.

- [end of optional section]

Attachments, as stated above.

[Date], [Place]



DECLARATION OF ACCEPTANCE OF THE CANDIDATURE FOR OFFICE OF AUDITOR OF
THE BOARD OF STATUTORY AUDITORS OF UNIEURO S.P.A.

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

GIVEN THAT

- he/she has been invited to be part of the candidates' list for the office of member of the Board of Statutory Auditors of Unieuro S.p.A. ("Company") which [•] intend to submit to Shareholders' Meeting of Unieuro S.p.A., 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 requirements laid down by the current legislation, the Company Articles of Association and the Corporate Governance Code promoted by the Italian Corporate Governance Committee ("Corporate Governance Code") in order to hold the office of Auditor of the Company, as well as the content of the Explanatory Report of the Company Board of Directors pursuant to article 125-ter of Legislative Decree No. 58 of 24 February 1998 ("TUF") pertaining to the item of business on the agenda of the Shareholders' Meeting concerning the appointment of the Board of Statutory Auditors and the document entitled "GUIDELINES FROM THE BOARD OF STATUTORY AUDITORS OF UNIEURO TO THE SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE NEW BOARD OF STATUTORY AUDITORS" ("Guidelines") as approved by the Board of Statutory Auditors on 12 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's Board of Statutory Auditors;
 - is not a candidate on any other list for appointment of the Company's Board of Statutory Auditors;
 - 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 pertaining to the office of member of the Company's Board of Statutory Auditors;
 - meets the requisites envisaged by the applicable legislation and the Company's Articles of Association to be permitted to hold the office of member of the Company's Board of Statutory Auditors and in particular: (i) does not fall in any of the cases set forth in article 148 paragraph 3 TUF; and (ii) meets the integrity and professionalism requisites in accordance with the Decree of Ministry of Justice No. 162 of 30 March 2000 as detailed by article 21.3 of the Company's Articles of Association;
 - [with particular reference to article 21.12 of the Company's Articles of Association, is a certified auditor and has worked for a minimum of 3 (three) years as an auditor;]²
- meets the independence requisites provided for by article 2 of the Corporate Governance Code, 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*

² Possibly to be deleted if not applicable to the candidate.



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;
- shall respect the limit on the cumulation of offices as per article 148-bis TUF and the relevant implementing rules;
- is able to dedicate the time necessary to carry out the office of Auditor of the Company, 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.

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 Statutory Auditors 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) also for the purposes of article 2400, paragraph 4, Civil Code, the list of administration, control and management offices held in other companies on the date this declaration is made, 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 and Board of Statutory Auditors 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 Statutory Auditors of Unieuro S.p.A. pursuant to article 21 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 148 paragraph 2 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;
- 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 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

[Date], [Place]
