



*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*

**BOARD OF DIRECTORS' EXPLANATORY REPORT ON THE
PROPOSAL AT ITEM NO. 3 OF THE AGENDA OF THE
SHAREHOLDERS' ORDINARY MEETING OF UNIEURO S.P.A.
CONVENED ON 21 JUNE 2022 IN SINGLE CALL**



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.

Dear Shareholders,

The Report concerning the policy for remuneration and recompense paid (“**Report**”) has been drawn-up by the Board of Directors pursuant to Article 123-ter of Legislative Decree dated 24 February 1998 No. 58 (“**TUF**”) and Article 84-quater of the CONSOB Issuers’ Regulation adopted pursuant to resolution No. 11971/1999, as per Schedule 7-bis of Annex 3A of said Regulation, and shall be made available to the public within the term and in the manner provided for by law.

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;

The first section of the Report illustrates the Company's policy on remuneration to be adopted for the 2022/2023 financial year, for Company Directors, the General Director, Auditors and Managers with Strategic Responsibilities, and sets down the procedures for the adoption and implementation of such policy.

We therefore respectfully invite you to approve the contents of the first section of the Report in accordance with the provisions of paragraphs 3-bis and 3-ter of Article 123-ter of Legislative Decree of 24 February 1998 No. 58.

In light of that stated above, we would propose that you pass the following resolution:

“The Shareholders’ Meeting of Unieuro S.p.A.,

- *having examined the first section of the Report concerning the policy for remuneration and recompense paid, drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation no. 11971/1999;*
- *having acknowledged that, pursuant to Article 123-ter paragraphs 3-bis and 3-ter of Legislative Decree of 24 February 1998 No. 58, the Shareholders’ Meeting is called to cast its binding vote regarding the first section of the Report concerning the policy for remuneration and recompense paid;*

resolves

that it approves the first section of the Report concerning the policy for remuneration and recompense paid, as has been prepared in accordance with Article 123-ter of



Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation no. 11971/1999.”

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.

The second section of the Report sets forth the individual items that make up the remuneration of members of the Company Directors, the General Director, Auditors and Managers with Strategic Responsibilities for the year ending 28 February 2022.

We therefore respectfully invite you to express your favorable opinion on the contents of the second section of the Report pursuant to the provisions of paragraph 6 of Article 123-ter TUF.

In light of that stated above, we would respectfully propose that you pass the following resolution:

“The Shareholders’ Meeting of Unieuro S.p.A.,

having examined the second section of the Report concerning the policy for remuneration and recompense paid, drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation No. 11971/1999;

having acknowledged that, pursuant to Article 123-ter sixth paragraph of Legislative Decree of 24 February 1998 No. 58, the Shareholders’ Meeting is called to cast a non-binding vote on the second section of the Report on the policy concerning the policy for remuneration and recompense paid;

resolves

in favour of that stated in the second section of the Report concerning the policy for remuneration and recompense paid, as has been drawn up pursuant to Article 123-ter of Legislative Decree of 24 February 1998 No. 58 and Article 84-quater of CONSOB Regulation no. 11971/1999.”

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Forlì, 11 May 2022

ON BEHALF OF THE BOARD OF DIRECTORS
THE CHAIRMAN OF THE BOARD OF DIRECTORS
STEFANO MELONI