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21 June 2022

*Testo del comunicato*

Vedi allegato.

## UNIEURO S.P.A.: SHAREHOLDERS' MEETING OF 21 JUNE 2022

- **Financial Statements as of 28 February 2022 approved**
- **Net income allocation and dividend distribution of € 1.35 per share**
- **First section of the Report on policy for remuneration and recompense paid approved and favourable vote on the second section**
- **Board of Directors and Board of Statutory Auditors appointed**
- **2023-2028 Performance Shares Plan approved**
- **Authorisation to purchase and dispose of treasury shares approved, also to serve the Plan**
- **Authorisation to increase the share capital to serve the Plan approved**

*Forlì, 21 June 2022* – The Shareholders' Meeting of Unieuro S.p.A. (Euronext Growth Milan: UNIR), leader in the distribution of consumer electronics and household appliances in Italy, met today under the chairmanship of Stefano Meloni, in ordinary and extraordinary session, in a single call. In compliance with the provisions of Law Decree no. 18 of 17 March 2020, the Shareholders' Meeting was attended exclusively by the Appointed Representative.

With 48.085% of the share capital present, the Shareholders' Meeting resolved on the items on the agenda in ordinary and extraordinary session, in particular:

### **Financial Statements as of 28 February 2022**

The Shareholders' Meeting approved the Financial Statements as of 28 February 2022 – along with the Board of Directors' Management Report including the Statutory Auditors' Report and the Independent Auditors' Report – without any change to the draft financial statements approved by the Board of Directors on 11 May 2022.

In addition to that, the Annual Shareholders' Meeting acknowledged the Consolidated Financial Statements as of 28 February 2022 - showing revenues increased by 9.9% at € 2,949.7 million and Adjusted Net Income equal to € 53.9 million - as well as the Consolidated non-financial statement drafted pursuant to Legislative Decree 254/2016.

### **Allocation of Net income and proposal for dividend distribution**

The Shareholders' Meeting resolved upon the proposal of allocation of the Parent Company Unieuro S.p.A.'s profits, equal to € 46.2 million in total as showing in the financial statements as at 28 February 2022, to the shareholders approving the mandatory allocation of 0.02

#### **Unieuro S.p.A.**

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million to the legal reserve, the distribution of dividends as described below and, for the residual amount, the allocation to the extraordinary reserve available and distributable.

Such approved dividend amounts to gross 1.35 euros per each share entitled to receive the dividend as at the record date. The coupon is 26% higher than the last pre-pandemic dividend payment and will be paid on 29 June 2022 (with ex-dividend date on 27 June, in accordance with Italian Stock Exchange's calendar, and record date on 28 June 2022), in a lump sum.

The total amount to be paid out will be defined in relation to the final exact number of ordinary shares, as outstanding on the record date.

### **Remuneration Report**

The Shareholders' Meeting approved Section I of the Report on the Policy for Remuneration and recompense paid, describing the Company's remuneration policy for the members of the Board of Directors, of the Statutory Auditors, of the General Manager and other executives with strategic responsibilities, as well as the procedures for the adoption and implementation of the policy.

The Shareholders' Meeting also voted in favour of Section II of the above-mentioned Report, containing the recompense paid for the financial year ended 28 February 2022 of the Company's Directors, Statutory Auditors, General Manager and other executives with strategic responsibilities.

### **Appointment of the Board of Directors**

The Shareholders Meeting established the number of Directors at eleven and the term of office of the new Board of Directors at three financial years, determining the relevant remuneration.

For the financial years 2022/23, 2023/24 and 2024/25, the following Board members have been appointed:

- Mr. Stefano Meloni (\*)
- Ms. Alessandra Bucci (\*)
- Mr. Pietro Caliceti (\*)
- Ms. Laura Cavatorta (\*)
- Mr. Benedetto Levi
- Ms. Paola Elisabetta Galbiati (\*)

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- Mr. Giuseppe Nisticò
- Mr. Giancarlo Nicosanti Monterastelli
- Mr. Daniele Pelli (\*)
- Ms. Maria Bruna Olivieri
- Ms. Alessandra Stabilini (\*)

(\*) *Candidate who have declared the possession of the independence requisites envisaged by art. 147-ter par. 4 and 148 par. 3 of Legislative Decree no. 58 of 24 February 1998 (TUF), as well as by art. 2 of the Corporate Governance Code for Listed Companies which the Company adheres to.*

The directors Benedetto Levi, Paola Elisabetta Galbiati, Stefano Meloni, Giancarlo Nicosanti Monterastelli, Giuseppe Nisticò, Maria Bruna Olivieri and Alessandra Stabilini have been selected from Slate no.1 (“BoD slate”), presented by the outgoing Board of Directors of Unieuro. The slate has been voted by 5,325,110 ordinary shares, equal to 53.503% of the share capital represented at the Shareholders’ Meeting and having the right to vote.

The directors Alessandra Bucci, Pietro Caliceti, Laura Cavatorta and Daniele Pelli have been selected from Slate no.2 (“Funds’ slate”) presented by several institutional investors owning an aggregate interest equal to 10.63% of Unieuro share capital. The slate has been voted by 2,832,256 ordinary shares, equal to 28.456% of the share capital represented at the Shareholders’ Meeting and having the right to vote.

In addition, the Shareholders’ Meeting appointed Mr. Stefano Meloni as Chairman of the Board of Directors.

The *curriculum* of the appointed Directors are available to the public on the Company’s website [www.unieurospa.com](http://www.unieurospa.com), in the Corporate Governance / Shareholders’ Meetings / Shareholders’ Meeting 2022 section.

### **Appointment of the Board of Statutory Auditors**

The Shareholders Meeting appointed the following members of the Board of Statutory Auditors for the financial years 2022/23, 2023/24 and 2024/25, determining the relevant remuneration:

- |                          |                               |
|--------------------------|-------------------------------|
| • Ms. Giuseppina Manzo   | Standing auditor and Chairman |
| • Mr. Stefano Antonini   | Standing auditor              |
| • Mr. Paolo Costantini   | Standing auditor              |
| • Mr. Davide Barbieri    | Alternate auditor             |
| • Mr. Emiliano Barcaroli | Alternate auditor             |

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The auditors Stefano Antonini, Paolo Costantini and Emiliano Barcaroli have been selected from slate n. 2 ("CARIT slate"), presented by Fondazione Cassa di Risparmio di Terni e Narni, which owns 4.83% of Unieuro share capital. The slate has been voted by 5,325,065 ordinary shares, equal to 53.502% of the share capital represented at the Shareholders' Meeting and having the right to vote.

The auditors Giuseppina Manzo and Davide Barbieri have been selected from slate n. 1 ("Funds' slate"), presented by several institutional investors owning an aggregate interest equal to 10.63% of Unieuro share capital. The slate has been voted by 2,832,256 ordinary shares, equal to 28.456% of the share capital represented at the Shareholders' Meeting and having the right to vote.

All the appointed Auditors declared to fulfil all the independence requirements and other requirements provided for by the applicable laws and regulations, the Bylaws and the Code of Conduct of listed companies which the Company adheres to.

The *curriculum* of the appointed Auditors are available on the Company's website [www.unieurospa.com](http://www.unieurospa.com), in the Corporate Governance / Shareholders' Meetings / Shareholders' Meeting 2022 section.

### **2023-2028 Performance Shares Plan**

The Shareholders' Meeting approved the plan for the free assignment of rights to receive Unieuro ordinary shares, subject to the achievement of specific performance targets, called the "2023-2028 Performance Shares Plan" and reserved for employees and/or directors of Unieuro and/or other companies belonging to the Group.

### **Authorisation to purchase and dispose of treasury shares**

The Shareholders' Meeting - for the purpose, among other things, of serving the 2023-2028 Performance Shares Plan - approved the authorisation to purchase and dispose of treasury shares up to a maximum of 2,000,000 ordinary Unieuro shares. It is understood that the number of ordinary shares held from time to time in the portfolio of the Company and of its controlled companies may not in any case exceed 10% of the Company's then current share capital.

The authorisation was approved, in compliance with the applicable provisions of law, for a maximum period of 18 months, for the purposes and according to the terms and conditions contained in the explanatory report submitted by the Board of Directors and available on the Company's website ([www.unieurospa.com](http://www.unieurospa.com)) in the section Corporate Governance / Shareholders' Meetings / 2022 Shareholders' Meeting and on the "eMarket STORAGE" storage mechanism, available at [www.emarketstorage.com](http://www.emarketstorage.com).

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It should be noted that, at the opening of today's Shareholders' Meeting, the Company directly held 600,000 own shares.

### **Authorisation to increase the share capital to serve the Plan**

In its extraordinary session, the Shareholders' Meeting finally resolved to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code and for a period of five years from the date of the resolution, the power to increase the share capital free of charge, even in several instalments, for a maximum amount of EUR 180,000 to be charged in full to capital, by issuing a maximum of 900,000 ordinary shares.

The newly issued shares will be granted to employees and/or directors of Unieuro and/or other companies belonging to the Group who are beneficiaries of the 2023-2028 Performance Shares Plan, according to the terms, conditions and procedures set forth in the Plan.

The Shareholders' Meeting also approved the subsequent integration of article 6 of the current Articles of Association.

Please note that the summary voting report and the minutes of the Shareholders' Meeting will be made available to the public within the terms and according to the procedures set forth in the applicable regulations.

\* \* \*

*Mr Marco Pacini, the manager responsible for preparing the company's accounting documents, hereby declares that, pursuant to and in accordance with Article 154-bis, comma 2, of Legislative Decree No. 58 of 1998 the information contained in this press release matches the Company's documentation, books and accounting records.*

\* \* \*

### **Unieuro S.p.A.**

*Unieuro is the Italian leader in the distribution of consumer electronics and household appliances, thanks to an omnichannel approach that integrates directly operated stores (about 280), affiliated stores (about 260) and the unieuro.it digital platform, as well as pure digital player Monclick. The company is based in Forlì, has a central logistics hub in Piacenza and has a staff of over 5,800 employees. Listed on the Euronext STAR Milan since 2017, Unieuro reported revenues exceeding Euro 2.9 billion in the fiscal year ended at 28 February 2022.*

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linkedin.com/company/unieuro

**Contacts:**

**Investor Relations**

**Andrea Moretti**

Investor Relations & Corporate  
Communications Director

+39 335 5301205

[amoretti@unieuro.com](mailto:amoretti@unieuro.com)

[investor.relations@unieuro.com](mailto:investor.relations@unieuro.com)

**Corporate Media Relations**

**iCorporate**

Danja Giacomini

+39 334 2256777

[unieuro@icorporate.it](mailto:unieuro@icorporate.it)

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