



*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*

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE
PROPOSAL AT ITEM NO. 5 OF THE AGENDA OF THE SHAREHOLDERS'
ORDINARY MEETING OF UNIEURO S.P.A. CONVENED ON 22 JUNE 2023
IN SINGLE CALL**



5. Proposal that the remuneration of the Board of Directors be increased. Related and consequential resolutions.

Dear Shareholders,

Please be advised that, on 9 May 2023, the Board of Directors took note of the retirement notice given by Giancarlo Nicosanti Monterastelli, Chief Executive Officer and Chief Strategy Officer of Unieuro and thus the termination of his employment as Chief Strategy Officer, effective as of 1 June 2023.

You are reminded that - in virtue of the agreed terms of his subordinate employment contract, which provides for all-inclusive annual gross remuneration pertinent to his office as Chief Strategy Officer and thus is deemed to also compensate any additional offices or Company duties he carries out - Giancarlo Nicosanti Monterastelli previously waived his right to be paid the compensation resolved on in his favour for performance of his office as member of the Board of Directors. By terminating the employment relationship, Giancarlo Nicosanti Monterastelli will no longer be entitled to receive the gross annual salary.

In light of the above, the Board of Directors deems it appropriate that an increase in the total compensation earmarked for the Board of Directors be submitted at the Shareholders' Meeting called on 22 June 2023. Such increase would be for the purpose of remunerating Giancarlo Nicosanti Monterastelli for his office as member of the Board of Directors and Chief Executive Officer, also taking into account the powers and responsibilities conferred on him.

The Board of Directors, in assessing the possible fixed emolument for the position of director and CEO, considered it appropriate to determine it in an amount corresponding to the gross annual remuneration received by him as Chief Strategy Officer, taking into account the substantially unchanged position of the same at the helm of the company.

In light of that stated above, the Board of Directors proposes that the overall gross annual compensation for the entire Board of Directors for the remaining duration of its term of office be increased from Euro 710,000.00 (seven hundred and ten thousand/00) to Euro 1,060,000.00 (one million sixty thousand/00) plus VAT and social security contributions thereon, where applicable, and plus reimbursement of expenses incurred in performance of the office and the cost for the D&O insurance policy.

Thus, the specific compensation increase would be for the total gross annual amount of Euro 350,000.00 (three hundred and fifty thousand/00) plus VAT and social security contributions thereon, where applicable, to be allocated in full to the remuneration of Giancarlo Nicosanti Monterastelli as director and, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, to the Chief Executive Officer, being included in this amount any advance share on an annual basis of non-competition agreements¹, subject to the provisions established by the Shareholders' Meeting of June 21, 2022 (see point 4.5 of the Agenda) and not expressly modified/supplemented herein.

That stated, we hereby respectfully propose that you pass the following resolution:

¹ For proposals on the variable and other components of remuneration of, among others, the Chief Executive Officer, please refer to the first section of the Report on Remuneration Policy and Remuneration Paid submitted for approval at the Shareholders' Meeting on June 22, 2023, as already made available to the public in the manner prescribed by law.



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

- *having examined the Explanatory Report of the Board of Directors;*

resolve

- *that, with effect as of 1 June 2023 and for the remaining duration of the term of office, the overall gross annual fixed compensation granted to the Board of Directors be increased from Euro 710,000.00 (seven hundred and ten thousand/00) to Euro 1,060,000.00 (one million sixty thousand/00), plus reimbursement of expenses incurred for office reasons as well as costs for the D&O insurance policy, and therefore that such gross annual fixed compensation be increased by Euro 350,000.00 (three hundred and fifty thousand/00) to be allocated in full to the remuneration of Giancarlo Nicosanti Monterastelli as director and, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, Chief Executive Officer, any advance share on an annual basis of non-competition agreements being included in this amount, without prejudice to what was resolved by the Shareholders' Meeting of June 21, 2022 and not expressly modified/supplemented herein. All of the above amounts are exclusive of VAT and social security charges, where applicable.*
- *that the Board of Directors be granted broad powers, as may be delegated to the Chairman of the Board of Directors who in turn may sub-delegate such powers, in order to implement that stated above”.*

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Forlì, 9 May 2023

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