



*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*

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE
PROPOSAL REFERRED TO IN ITEM 6 ON THE AGENDA OF THE ORDINARY
SHAREHOLDERS' MEETING OF UNIEURO S.P.A., CONVENED FOR 22 JUNE
2023 IN SINGLE CALL**



6. Authorisation for the buy back and disposal of treasury shares upon revocation of the previous authorisation resolved on at the Ordinary Shareholders' Meeting held on 21 June 2022 as regards the part thereof that has not been performed. Related and consequential resolutions.

Dear Shareholders,

This report has been drafted pursuant to article 125-ter of Legislative Decree 24 February 1998 No. 58 ("TUF") as well as article 73 of the Regulation adopted by Consob resolution No. 11971 of 14 May 1999 ("Issuers Regulations") and in accordance with Annex 3A - Scheme 4 thereto.

We would like to remind you that the Shareholders' Meeting of 21 June 2022 granted the Board of Directors the authorisation to purchase treasury shares for a period of eighteen months from the date of the shareholders' resolution. The authorisation to purchase treasury shares will therefore expire on 21 December 2023, while the authorisation to dispose of shares was granted without time limits.

In light of the imminent expiry of the above-mentioned resolution authorising the buy back of shares, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to issue a new authorisation on the terms and conditions set forth in this report ("**Report**"), subject to the revocation, for the period still outstanding, of the authorisation approved by the Shareholders' Meeting of 21 June 2022, which has not been used to date.

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With reference to item 6 on the agenda of the Shareholders' Meeting, the Board of Directors is desirous to submit for Shareholders' consideration and approval, pursuant to articles 2357 and 2357-ter Civil Code and 132 TUF, its proposal that authorisation be granted to allow, in one or more tranches, the purchase and disposal of a number of (own) shares equal to 2,000,000. 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 (in compliance with the limits laid down under article 2357 paragraph 3 Civil Code).

This Report illustrates the reasons underlying the request for authorisation, as well as the terms and the manner according to which the purchase and disposal of treasury shares would be carried out.

1. Reasons underlying the request for the authorisation to purchase and dispose of treasury shares

Authorisation for the purchase and disposal of treasury shares as per this Report is required in general to avail of any opportunities that the market may offer in the future, and in particular to allow the Company to carry out the transactions listed below:

- a) disposal of and/or use of treasury shares, in line with the strategic plan that the Company is desirous to pursue in the context of extraordinary transactions, including by way of example and not by way of limitation: share swaps; exchanges; contributions; support for capital transactions; in the context of swaps or sale of share packages and/or to enter into commercial and/or strategic alliances or for any other use deemed to be of financial and/or management interest for the Company; and/or



- b) buy back of shares in the context of medium and long-term investment, or in any case to avail of market opportunities including by way of the purchase and resale of shares whenever such activity is deemed appropriate both on the market (as regards the sale) and in the 'over the counter' market or outside the market provided that the transaction is on market conditions and in compliance with the applicable laws and regulations; and/or
- c) buy back of shares to be used, where deemed appropriate, for servicing existing and future stock incentive plans, including for the long-term, for the benefit of directors and/or employees and/or collaborators of the Company or of companies controlled by Unieuro; and/or
- d) carrying out of activities to support market liquidity where necessary and in compliance with the provisions in force (including for the purposes contemplated by market practice), to favour regular trading conduct and avoid anomalous price movements, as well as regularize trading and price trends against any temporary distortionary phenomena linked to an excess of volatility or poor trading liquidity; and/or
- e) launching of share buyback programmes for the purposes set out in article 5 of Regulation (EU) no. 596 of 16 April 2014 on market abuse ("MAR") - i.e., reduction of share capital, fulfilment of obligations deriving from debt instruments convertible into shares or from share option programmes or any other assignments of shares to employees or members of the management and control bodies of the Company or its connected companies or any other purpose contemplated by the latest version of said regulation and/or for the purposes contemplated by permitted market practices pursuant to article 13 MAR, in accordance with the terms and in the manner as may be approved by the Board of Directors,

it being understood that should the grounds for the buy back no longer apply, then treasury shares in the portfolio or purchased in execution of this authorisation may be used for one of the other purposes indicated above and/or otherwise disposed off.

2. Maximum number, class and nominal value of the shares subject of the authorization

The Board of Directors requests authorisation for the purchase of ordinary shares (fully paid up) of the Company, including in one or more tranches, to an extent that the Board of Directors shall be free to determine, up to a fixed maximum equal to 2,000,000. 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 may not in any case exceed 10% of the Company's then current share capital (in compliance with the limits laid down under article 2357 paragraph 3 Civil Code).

Said authorisation shall include the powers to subsequently dispose of the shares in the portfolio, in whole or in part and in one or more tranches, whether or not the maximum quantity of shares as may be purchased, has been exhausted and on the understanding that the Company shall not be permitted to effect any further purchases once the aggregate limit of 2,000,000 ordinary Unieuro shares has been reached, which is the absolute maximum limit on buy back purchases, which remains unvaried irrespective of the sale or use of the treasury shares held in the portfolio.



3. Information for the purpose of a complete assessment of compliance with the provisions of article 2357 paragraphs 1 and 3 Civil Code

In accordance with the provisions of article 2357, paragraph 3 Civil Code, the nominal value of buy back shares the Company may purchase shall not exceed one fifth of its share capital, including shares held by controlled companies.

The share capital of the Company is 4,139,724.20 divided into 20,698,621 ordinary shares having no par value.

As at the date of this Report:

- (i) the Company holds 600,000 treasury shares which represent 2.9% of the Company's share capital, and
- (ii) no company controlled by Unieuro holds shares in the Company.

You are reminded that pursuant to article 2357 first paragraph Civil Code, the buy back of shares is permitted within the limits of distributable profits and available reserves reported in the most recent duly approved financial statements.

Please note that the draft financial statements as at 28 February 2023 as shall be submitted for approval at the Shareholders' Meeting convened in single call on 22 June 2023 (assuming the Shareholders give their approval as per the terms proposed by the Board), report available and freely distributable reserves of Euro 77,076 thousand, before recognition of profit for the year ended 28 February 2023.

Furthermore, we underline that the Board of Directors is required to verify compliance with the conditions required by the first and third paragraphs of article 2357 Civil Code concerning buy back of shares prior to completion of each authorised purchase, thus checking the sufficiency of the available reserves from time to time. In the event of share: purchase; sale, swap; contribution; devaluation, the appropriate accounting entries must be made in compliance with the provisions of law and applicable accounting principles.

4. Requested authorisation duration

The authorisation for the buy back of treasury shares is requested for the maximum duration allowed by article 2357 second paragraph Italian Civil Code and therefore for a period of 18 (eighteen) months from the date of approval of this proposal at the Shareholders' Meeting.

Without prejudice to the limits referred to in paragraph 2 above, during such period, the Company may carry out the transactions envisaged herein in relation to treasury shares in one or more tranches.

The authorization for the sale, disposal and/or use of any treasury shares as may be purchased is requested without any time limits, mindful that there are no regulatory constraints in this regard and in order to allow maximum flexibility, also in terms of timing, for any share disposal.



5. Minimum and maximum economic consideration and the market valuations upon which they were determined

The Board of Directors proposes that the purchases of treasury shares be made, mindful of the manner chosen for the carrying out of the transaction, in compliance with the terms and conditions established by applicable legislation also taking into account the conditions provided for by article 3 of the Delegated Regulation (EU) 2016/n. 1052 of 8 March 2016 ("**Delegated Regulation**") implementing the MAR and the accepted market practices from time to time, if and to the extent applicable for the purposes referred to in Paragraph 1 above. The Company shall also comply, where applicable, with the limitations and requirements concerning purchase price provided for by the accepted applicable market practices from time to time where the conditions therefor subsist and it is deemed opportune to make use of them.

In this regard, it is proposed that the unit price for share purchase be established from time to time for each individual transaction, it being understood that:

- shares' purchase may be carried out for consideration not lower than a minimum of 10% and not higher than a maximum of 10% of the share reference price recorded in the trading session of the day preceding each individual transaction or in the stock exchange session on the day preceding the date of announcement of the transaction, depending on the technical modalities identified by the Board of Directors; and in any case
- shares' purchase price, where purchases are made through orders on the regulated market, shall comply with the provisions of article 3 paragraph 2 Delegated Regulation which, as at the date of this Report, means a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out or in conformity with the regulations in force from time to time.

The assignment or other disposal transaction or use of treasury shares acquired in virtue of the authorization proposed herein shall be:

- where executed in cash, then at a price per share to be established on the basis of the criteria set forth in the applicable legislation and/or pursuant to acceptable market practices from time to time and in any case at a price not lower than 10% of the price reported on the Market Euronext Milan organized and managed by Borsa Italiana S.p.A. in the trading session preceding each individual transaction; that this price limit may be waived in the event of the sale of shares in execution of stock incentive plans and, in any case, plans pursuant to Article 114-bis of the TUF or as part of extraordinary operations;
- where carried out in the context of any extraordinary transaction, by way of example but not limited to, share swap, exchange, contribution or to service capital transactions or other corporate and/or financial transactions and/or other transactions of an extraordinary nature or in any case any other non-cash disposition, then according to the economic terms that shall be decided by the Board of Directors taking into account the nature and characteristics of the transaction and the market trend of Unieuro stock;



- as regards shares required to serve stock incentive plans, then according to the terms and conditions indicated by the regulations of the said plans made available by the Company within the timelines and in the manner provided for by the legislation in force;

and in any case in compliance with the terms, conditions and requirements established by current legislation and, where applicable, by market practices accepted from time to time.

6. Manner in which the purchases and disposals will be made

Share buy back shall be made in the manner as shall be determined from time to time by the Board of Directors, who shall ensure equal treatment among the shareholders and respect of the operating procedures established by the organization and management regulations of markets and who shall also ensure compliance with article 132 TUF and article 144-*bis* Issuers' Regulation, within the remit and operating limits of the MAR, including permitted market practices pursuant to article 13 MAR, of Delegated Regulation and of the applicable legislation generally applicable to the sector (including the provisions under Regulation (EU) 2019/2115 or published by CONSOB or ESMA).

The Company may delegate the task of coordinating and executing treasury share transactions to a specialised intermediary.

The above-mentioned operating procedures are exempted by article 132 paragraph 3 TUF as concerns the purchase of treasury shares held by employees of the Company or of companies controlled by Company and assigned or subscribed pursuant to of articles 2349 and 2441 paragraph 8 Civil Code or deriving from compensation plans approved pursuant to article 114-*bis* TUF. Shares serving stock incentive plans shall be allocated in the manner and within the term provided for by the relative plan regulations.

Mindful of the various purposes that may be pursued through treasury share transactions, the Board proposes that the authorization be granted to allow purchases in any manner allowed by the legislation, including regulations, in force from time to time as the board shall identify at its discretion, which at the date of this Report may be:

- (i) through public bids or exchange tender offerings;
- (ii) by purchases made on regulated markets, in accordance with the procedures established by Borsa Italiana S.p.A., which do not allow the direct matching of buy orders with predetermined sell orders;
- (iii) through the purchase and sale of derivative instruments traded on those regulated markets or multilateral trading systems that provide for the physical delivery of the shares under the conditions established by article 144-*bis* letter c) Issuers' Regulations¹;
- (iv) through the grant to shareholders of put options proportionate to number of shares held;

¹ In any case, authorised financial intermediaries will be appointed to carry out the purchase and sale of derivative instruments. The amount of shares that may be purchased shall be a maximum of 600,000 ordinary shares, with no par value, approximately equal to 2.6% of the shares currently outstanding.



- (v) in carrying out the systematic internalization activity in a non-discriminatory manner and which provides for the automatic and non-discretionary execution of transactions based on pre-set parameters;
- (vi) the methods established by market practices accepted by Consob pursuant to article 13 of MAR;
- (vii) under the conditions indicated in article 5 MAR;
- (viii) in the manner prescribed by market practices accepted by Consob or ESMA.

Those shares serving stock incentive plans shall be allocated in the manner and within the term indicated by the regulations of said plans in force from time to time.

With regard to disposals, the Board of Directors proposes that the authorization allow that any process be adopted as may be deemed opportune to achieve the pursued objectives - including the use of treasury shares to service share incentive plans and/or the assignment of rights in rem or personal rights or securities lending – whether carried out directly or through intermediaries, in adherence with the provisions of the law and regulations in force on the subject.

Notice will be given of any transaction for purchase and disposal of treasury shares in conformance with the applicable disclosure obligations provided for under domestic and EU provisions.

We remind you that for as long as they remain the property of the Company, treasury shares shall not carry voting rights, dividend rights or option rights; such rights shall be assigned in proportion to the other shares held.

7. Further information should the purchase transaction be instrumental to a reduction of share capital by cancellation of the shares subject of the buy back

We confirm that the buy back of shares is not deemed instrumental to a reduction of the share capital of the Company. This is without prejudice to the Company's right to execute any share reduction as may be approved at a future Shareholders' Meeting, by cancelling treasury shares in the portfolio as well as cancelling treasury shares without a reduction in capital, as likewise may be approved at a future Shareholders' Meeting.

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In consideration of all the foregoing, the Board of Directors respectfully submits the following resolution proposal for your approval:

"The Shareholders of Unieuro S.p.A., at the ordinary Shareholder's meeting:

- *having examined the Report of the Board of Directors drawn up pursuant to article 125-ter D. Legislative Decree No. 58 of 24 February 1998 ("TUF"), and article 73 of Regulations adopted by Consob resolution no. 11971 of 14 May 1999 (the "Issuers' Regulation") and in accordance with Annex 3A - Scheme No. 4 thereto;*



- *having regard to the financial statements for the year ended 28 February 2023 approved by today's shareholders' meeting;*
- *having noted that it would be opportune to grant authorisation for the purchase and disposal of treasury shares for the purposes and in the manner set forth in the Board of Director's Report;*
- *acknowledging the provisions of articles 2357 and 2357-ter Civil Code and article 132 of TUF;*
- *having regard to: the provisions of articles 2357 et seq of the Civil Code; article 132 TUF; article 144-bis Issuers' Regulations; the provisions of Regulations (EU) No. 596 of 16 April 2014 on market abuse ("MAR"); the Delegated Regulation (EU) No. 1052 of 8 March 2016; ("Delegated Regulation") and accepted market practices from time to time;*

resolve

1. *to revoke, as of the date of this resolution, the authorisation to purchase and dispose of treasury shares granted by the Ordinary Shareholders' Meeting of Unieuro S.p.A. on 21 June 2022 for the portion not executed;*
2. *that they authorise the Board of Directors, pursuant to and for the purposes of article 2357 Civil Code and the combined provisions of article 132 TUF and article 144-bis Issuers' Regulations, to buy back, in one or more tranches, a maximum of 2,000,000 ordinary shares in Unieuro, on the proviso that*
 - (i) *the buy backs shall cease at such time as the aggregate limit of 2,000,000 ordinary Unieuro shares has been reached (which is the absolute maximum limit on purchases, which remains unvaried irrespective of any sale or use of treasury shares held in the portfolio); and in any event*
 - (ii) *the number of ordinary shares held in the portfolio from time to time by the Company and by its controlled companies may not in any event exceed 10% of the Company's then current share capital, in compliance with the limits laid down under article 2357 paragraph 3 Civil Code;*

To facilitate pursuit of the purpose set out in the Report of the Board of Directors and on the following terms and conditions:

- a) *the purchase may be made in one or more tranches within 18 (eighteen) months of the date this resolution is passed, such purchase in accordance with any manner envisaged by the combined provisions of article 132 TUF and article 144-bis Issuers' Regulations, taking into account the specific exemption provided for by paragraph 3 of said article 132 TUF and, in any case, in any other manner permitted by the legal and regulatory provisions in force from time to time, also considering the remit and operating limits of the MAR, including permitted market practices pursuant to article 13 MAR, of Delegated*



Regulation and of the applicable legislation generally applicable to the sector (including the provisions under Regulation (EU) 2019/2115 or published by CONSOB or ESMA);

- b) buy back of own shares shall be made within the limits of distributable profits and available reserves reported in the latest duly approved financial statements at the time of the transaction;*
 - c) the purchase price of each share shall not be less than a minimum of 10% and not more than a maximum of 10% of the reference price recorded for that share in the trading session of the day preceding the individual transaction or in the stock exchange session on the day preceding the date of announcement of the transaction, depending on the technical modalities identified by the Board of Directors. Furthermore, buy back of shares on the market will be carried out in compliance with the terms, conditions and requirements established by the applicable EU legislation and permitted market practices from time to time in force; and*
 - d) in any case, the shares' purchase price, where purchases are made with orders on the regulated market, must comply with the provisions of article 3 paragraph 2 of Delegated Regulation which, as at the date of this report, means a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out or in conformity with the regulations in force from time to time;*
- 3. that they authorise, pursuant to and for the purposes of article 2357-ter of the Civil Code, any disposal in whole or in part of the treasury shares purchased and held in the Company's portfolio in one or more tranches, in compliance with the laws and regulations in force from time to time, to facilitate pursuit of the purposes set out in the Report of the Board of Directors and on the following terms and conditions:*
- a) the shares may be disposed of or otherwise assigned at any time without time limits;*
 - b) in the event that the transaction, and in particular the sale of treasury shares, is executed in cash, it must be carried out at a price per share established on the basis of the criteria set out in the applicable legislation and/or permitted market practices from time to time and in any case, at a price not less than 10% under the reference price recorded on the Market Euronext Milan organized and managed by Borsa Italiana S.p.A. in the trading session prior to the individual transaction; that this price limit may be waived in the event of the sale of shares in execution of stock incentive plans and, in any case, plans pursuant to article 114-bis of the TUF or as part of extraordinary operations;*
 - c) in the event the shares are used in the context of any extraordinary transaction, by way of example but not limited to, share swap, exchange tender offering, contribution or to service capital transactions or other corporate and/or financial transactions and/or any other transactions of an extraordinary nature or in any case any other disposal not for cash consideration, then the economic terms shall be determined by the Board of Directors taking into account the nature and characteristics of the transaction and the market trend of Unieuro stock;*



d) shares to perform stock incentive plans shall be allocated to the plan recipients in the manner and within the timelines set forth in the regulations for the said plans;

and in all cases, in compliance with the terms, conditions and requirements established by current legislation and, where applicable, by the accepted market practices from time to time, in particular if the shares are to be used for activity to support market liquidity;

4. *that they grant the Board of Directors the powers to:*

- *determine the reserves to be earmarked for the purchase of own shares;*
- *establish the manner and timelines as well executive and ancillary terms of purchases and disposal transactions concerning treasury shares, provided that such are in conformance with the conditions and limits provided in this resolution and in the regulations in force from time to time, including if such regulations differ from those currently in force;*
- *entrust to the Chairman of the Board of Directors and the Chief Executive Officer pro tempore in office, individually and with the right of each of them to sub-delegate individual items or categories of items to third parties outside the Board:*
 - *the carrying out of any necessary and/or appropriate accounting registration for transactions involving treasury shares in compliance with the provisions of the law in force and the applicable accounting principles;*
 - *the entering into of any deed or document to fulfil any and all formalities, including vis-à-vis third parties, as deemed necessary or in any case appropriate to execute this resolution and executive resolutions of the Board of Directors;*
 - *powers to enable them to carry out the purchase and disposal of treasury shares, including through authorized intermediaries and approving any and all executive provisions of the related purchase programme, and disclose information to the market as permitted by current legislation and market practices from time to time”.*

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Forli, 9 May 2023

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

STEFANO MELONI