



*Unieuro S.p.A. - Registered Office in Forlì, Palazzo Herculani via Piero Maroncelli, 10
Share capital: Euro 4,139,724.20 fully paid-in
Registration Number with the Companies' Register of Forlì-Cesena and Tax Code 00876320409*

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE
PROPOSAL UNDER ITEM NO. 5 ON THE AGENDA OF THE
SHAREHOLDERS' MEETING OF UNIEURO S.P.A.
CONVENED IN FIRST AND ONLY CALL ON 20 JUNE 2024**



5. Granting of the new legally-required audit engagement for the fiscal years from 1 March 2025 to 28 February 2034 and establishment of the respective fee. Resolutions thereon.

Dear Shareholders,

you are reminded that the approval of the financial statements as at 28 February 2025 will bring to an end the engagement of KPMG S.p.A. as external audit firm for the financial years from 1 March 2016 to 28 February 2025, as per the Shareholders' Meeting resolution of 12 December 2016.

Pursuant to the applicable regulations, and in particular pursuant to art. 17 of Legislative Decree No. 39/2010 (as amended by Legislative Decree No. 135/2016, "**Legislative Decree No. 39/2010**"), an external Auditing Firm is engaged for a term of nine financial years and cannot be reappointed unless at least four financial years have elapsed since the conclusion of the previous engagement.

As the terms of the aforementioned appointment expire with the approval of the financial statements as at 28 February 2025, the Shareholders' Meeting of Unieuro S.p.A. ("**Unieuro**" or the "**Company**") will be called upon to resolve, *inter alia*, on the appointment of a new auditor for the financial years ending 28 February 2026 to 28 February 2034 (both inclusive) and establish the respective fee.

As is now common practice among listed companies, Unieuro's Board of Statutory Auditors, in its capacity as the "Internal Control and Audit Committee" pursuant to art. 19 of Legislative Decree No. 39/2010, has deemed it appropriate to begin the procedure to select the new external Auditing Firm for the financial years 1 March 2025 to 28 February 2034 one year early. In addition to compliance with the cooling-in period rule established by art. 5 of European Regulation No. 537/2014 (the "**European Regulation**") to safeguard the independence of the incoming auditor, bringing this procedure forward allows for a more efficient handover between the outgoing and incoming firm.

In order to make the auditing process more efficient, the Company has opted for a sole External Auditor for the entire group, thus putting forward requests for proposals, encompassing all its controlled entities. The most qualified independent audit firms took part in the selection process, and an assessment of the most significant technical and economic parameters was carried out for each bid submitted.

Based on the selection procedure, the Board of Statutory Auditors prepared and submitted to the Board of Directors its reasoned recommendation pursuant to art. 16 of the European Regulation, which is attached to this report under Appendix 1, and to which reference should be made in full. Specifically, the Board of Statutory Auditors identified PricewaterhouseCoopers S.p.A. and Deloitte Touche S.p.A. as potential candidates for the appointment as external audit firm for the financial years 2026-2034, expressing its preference for PricewaterhouseCoopers S.p.A.

Considering the above, and taking into account the reasoned recommendation of the Board of Statutory Auditors, the Board of Directors informs the Shareholders' Meeting that the proposal to appoint the company PricewaterhouseCoopers S.p.A. (Section A.1) as the external audit firm for the nine-year period 1 March 2025 to 28 February 2034 will be put to a vote first. Should this proposal not obtain the votes required for approval, the proposal to appoint the company Deloitte Touche S.p.A. (Section A.2) to the same position will be put to a vote.

On the basis of the above, we propose the following motion:



SECTION A.1

“The Shareholders' Meeting of Unieuro S.p.A., by virtue of the foregoing:

- *having reviewed the Board of Directors' Explanatory Report,*
- *having noted the reasoned recommendation made by the Board of Statutory Auditors regarding the appointment of the external auditor of Unieuro S.p.A. for the financial years 2026-2034, pursuant to art. 13 of Legislative Decree No. 39/2010 and art. 16 of European Regulation No. 537/2014,*

resolves

- to appoint as external Auditing Firm the company PricewaterhouseCoopers S.p.A, for the financial years from 1 March 2025 to 28 February 2034, according to the conditions set forth in the offer made by said external Auditing Firm and attached to the reasoned recommendation of the Board of Statutory Auditors;*
- to grant the Chairman of the Board of Directors and the Chief Executive Officer the power to carry out, jointly and severally, with the power to delegate to third parties, any action required, necessary or useful to execute the above resolution, and to perform the related formalities necessary with the competent bodies and/or offices. They shall also have the power to make any non-substantial amendments that may be required for the purpose, and in general to carry out any action necessary to fully implement this Shareholders' Meeting resolution, with any and all powers necessary and appropriate, in compliance with the applicable regulatory provisions.”*

* * *

SECTION A.2

In the case where the Shareholders do not approve the above mentioned proposal, thus subject to the outcome of the above resolution, we propose the following motion:

“The Shareholders' Meeting of Unieuro S.p.A., by virtue of the foregoing:

- *having reviewed the Board of Directors' Explanatory Report,*
- *having noted the reasoned recommendation made by the Board of Statutory Auditors regarding the appointment of the external auditor of Unieuro S.p.A. for the financial years 2026-2034, pursuant to art. 13 of Legislative Decree No. 39/2010 and art. 16 of European Regulation No. 537/2014,*

resolves

- to appoint as external Auditing Firm the company Deloitte Touche S.p.A., for the financial years from 1 March 2025 to 28 February 2034, according to the conditions set forth in the offer made by said external Auditing Firm and attached to the reasoned recommendation of the Board of Statutory Auditors;*
- to grant the Chairman of the Board of Directors and the Chief Executive Officer the power to carry out, jointly and severally, with the power to delegate to third parties, any action required, necessary or useful to execute the above resolution, and to perform the related formalities necessary with the competent bodies and/or offices. They shall also have the power to make any non-substantial amendments that may be required for the purpose, and in general to carry*



out any action necessary to fully implement this Shareholders' Meeting resolution, with any and all powers necessary and appropriate, in compliance with the applicable regulatory provisions.”

Annex 1: Reasoned Recommendation of the Board of Statutory Auditors regarding the appointment of the external Auditing Firm for the financial years 2026-2034.

Forlì, 10 May 2024

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



REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS

Dear Shareholders,

you are reminded that the approval of the financial statements as at February 28, 2025 will bring to an end the engagement of KPMG S.p.A. as independent audit firm for the financial years from March 1, 2016 to February 28, 2025, as per the Shareholders' Meeting resolution of December 12, 2016.

Pursuant to the applicable regulations, and in particular pursuant to art. 17 of Legislative Decree No. 39/2010 (as amended by Legislative Decree No. 135/2016, "Legislative Decree No. 39/2010"), an Independent Audit Firm is engaged for a term of nine financial years and cannot be reappointed unless at least four financial years have elapsed since the conclusion of the previous engagement.

As the terms of the aforementioned appointment expire with the approval of the financial statements as at February 28, 2025, the Shareholders' Meeting of Unieuro S.p.A. ("Unieuro" or the "Company") will be called upon to resolve, *inter alia*, on the appointment of a new auditor for the financial years ending February 28, 2026 to February 28, 2034 (both inclusive), and establish the respective fee.

As is now common practice among listed companies, Unieuro's Board of Statutory Auditors, in its capacity as the "Internal Control and Audit Committee" (ICAC) pursuant to art. 19 of Legislative Decree No. 39/2010 and in agreement with the competent company departments, has deemed it appropriate to begin the procedure to select the Group's new Independent Audit Firm for the financial years March 1, 2025 to February 28, 2034 one year early. In addition to compliance with the cooling-in period rule established by art. 5 of European Regulation No. 537/2014 (the "European Regulation") to safeguard the independence of the incoming auditor, bringing this procedure forward allows for a more efficient handover between the outgoing and incoming firm and for an auditor to be appointed for the Unieuro Group's subsidiary companies.

The most qualified independent audit firm took part in the selection procedure, and an assessment of the most significant technical and economic parameters was carried out for each bid submitted.

The Shareholders' Meeting is also called upon to decide on the remuneration of the Independent Audit Firm, as well as on any criteria for adjusting the fees, again subject to the reasoned proposal of the Board of Statutory Auditors.

In accordance with the provisions of the aforementioned art. 16 of the European Regulations, since it is a matter of granting the legally-required audit engagement for a Public Interest Entity (PIE), the proposal drawn up by the Board of Statutory Auditors, submitted for approval, provides for at least two possible alternatives for the engagement and indicates the reasoned preference for one of them.

Subject of the tender

In agreement with the Board of Statutory Auditors, Unieuro has chosen a sole auditor for the Group, also in order to increase the efficiency of the Group's auditing process, since the independent audit firm in charge of auditing the consolidated financial statements is entirely responsible for expressing the relevant opinion (European Directive 2006/43/EC and, for Italy, Legislative Decree No. 39/2010).

In any case, the procedure ensures decision-making autonomy for the relevant bodies of Group companies. The Unieuro Shareholders' Meeting will be called to deliberate only on the appointment of the Company's new auditor and the determination of the related remuneration for the entire duration of the appointment. For the subsidiaries, the appointment of independent audit firms and the determination of the related fees for the entire duration of the audit appointments will be decided by the Shareholders' Meeting of each company, upon the reasoned proposal of the relevant control board, pursuant to art. 13 Legislative Decree No. 39/2010.

The process to select an auditor began in December 2023 and was coordinated by the Executive Officer for Financial Reporting (Group CFO), the Group Administration Director and the General Accounting Manager (the "Working Group"). It was conducted in accordance with European Regulations and the Company's "Procedure for the conferral of audit engagements and approval of services to be conferred on the Independent Audit Firm and its network" (the "Internal Procedure"), under the supervision of the Board of Statutory Auditors in its capacity as ICAC. The Board of Statutory Auditors, as the ultimate manager of the selection process, interacted on an ongoing basis with the Working Group, which met nine times in order to constantly monitor the progress of the entire process (the "Tender"). The Board also held two meetings and several conference calls to discuss the issue and met with the candidate Independent Audit Firms with the support of the Executive Officer for Financial Reporting's department.

With the support of the Working Group, the Executive Officer for Financial Reporting prepared a methodological proposal for the process to appoint the auditor in compliance with regulatory requirements. This process consists of:

- (i) scope of the Tender;
- (ii) pre-selection criteria and minimum requirements, including the qualitative and quantitative factors to be adopted to select the auditor, in accordance with the principles of transparency and non-discrimination, as defined in consultation with the ICAC. Specifically:
 - criteria for the assessment and listing of the information required to ensure a procedure based on transparency and traceability of the activities undertaken and of the decisions. In defining the selection criteria, account was taken of (A) qualitative elements, such as: (a) the characteristics of the audit firm and its network, (b) the composition of the audit team, and (c) the methodological approach; (B) quantitative elements, such as: (a) fees, (b) the breakdown of the overall hours, and (c) the areas of intervention. Each of the assessment categories was also given a weighting, expressed as a percentage of the total marks attributable to the candidates;
 - description of the audit services or voluntary services to be quoted;
 - list of Independent Audit Firms to be invited to submit bids for the Audit Engagement;
 - timetable of activities to appoint the new auditor.

The proposed methodology and Internal Procedure were prepared under the supervision of Unieuro's Board of Statutory Auditors and in consultation with the Board of Statutory Auditors of its subsidiary Covercare S.p.A.

It should be noted that: (i) as of the date of this procedure, Covercare Center S.r.l. and Cybercare S.r.l., have not appointed a supervisory body as they do not exceed the requirements of the Civil Code and (ii) Monclick

S.r.l. in liquidation is not included in the scope of work because it entered liquidation by Board of Directors' resolution on October 16, 2023.

The Tender carried out to award the statutory audit engagement, covered the following activities in relation to the nine-year period from 2025/2026 to 2033/2034:

- A) Audit services for the parent company Unieuro for the financial years 2025/2026 to 2033/2034:
- (i) Audit of Unieuro's financial statements pursuant to art. 14 of Legislative Decree No. 39/2010 and art. 10 of Regulation (EU) 537/2014, in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the European Union;
 - (ii) Audit of the Unieuro Group's consolidated financial statements pursuant to art. 14 of Legislative Decree No. 39/2010 and art. 10 of Regulation (EU) 537/2014, in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the European Union;
 - (iii) Report of the Independent Audit Firm on the Consolidated Non-Financial Statement, pursuant to Legislative Decree No. 254/2016 and the "Corporate Sustainability Reporting Directive - CSRD" Directive 2022/2464;
 - (iv) Issuance of an opinion on compliance with the provisions of Delegated Regulation (EU) 2019/815;
 - (v) Issuance of an opinion on compliance of the Report on Corporate Governance and Proprietary Shareholdings and the Management Report with the Consolidated Financial Statements and Separate Financial Statements pursuant to art. 14, para. 2e) of Legislative Decree No. 39/2010 and art. 123-*bis*, para. 4 of Legislative Decree No. 58/1998;
 - (vi) Limited audit of the Unieuro Group's condensed consolidated financial statements for the periods from March 1 to August 31 each year, in accordance with IFRS and Italian regulations, as recommended by Consob in Communication No. 97001574 of 02/20/1997, point 1.2.d;
 - (vii) Audit of the reporting package in order to audit the consolidated financial statements and condensed consolidated half-year financial statements of Unieuro's subsidiaries, as shown in Table A below;

Table A

Component	% held	Country	Type of activity
Covercare S.p.A. ¹⁻²	100%	Italy	Full Audit (RP and Statutory)
Covercare Center S.r.l. ²⁻³	70%	Italy	Full Audit (RP and Statutory)
Cybercare S.r.l. ²⁻³	60%	Italy	Full Audit (RP and Statutory)

- (viii) Work alongside the current Independent Audit Firm from appointment to the approval of the financial statements as at February 28, 2025, in order to acquire the operational methodology currently applied within the Unieuro Group and facilitate the transfer of know-how.
- (ix) Verification of correct accounting records for the Group's Italian companies and the correct recording of operational activities in the underlying accounting entries;
- (x) Activities involved in signing tax returns, as required by current Italian legislation, including potentially attaching certifications of compliance to the VAT, UNICO, IRAP, CNM and 770 forms;

¹ The company applies International Financial Reporting Standards ("IFRS") from January 1, 2023.

² The company's financial year has been aligned with that of the Group and ends on February 28 of each year.

³ The company will prepare its first financial statements in accordance with national accounting standards ("OIC") on February 29, 2024.

- (xi) Verification of tax credits, where applicable, as required under current Italian legislation, and the relative endorsement and attestation (e.g. R&D credit, technological innovation, design and aesthetic conception);
 - (xii) Verification of the adequacy of the internal control system in terms of the inclusion of the sales network and after-sales related activities in the current ERP, SAP 4/HANA⁴.
- B) Audit services for the subsidiary companies as per Table A for the financial years 2025/2026 to 2027/2028:
- (i) Audit of the financial statements of Unieuro's subsidiaries listed in Table A below, pursuant to art. 13 of Legislative Decree No. 39/2010 and in accordance with local regulatory requirements;
 - (ii) Work alongside the current Independent Audit Firm from appointment to the approval of the financial statements as at February 28, 2025, in order to acquire the operational methodology currently applied and facilitate the transfer of know-how.
 - (iii) Verification of correct accounting records for the Group's Italian companies and the correct recording of operational activities in the underlying accounting entries;
 - (iv) Activities involved in signing tax returns, as required by current Italian legislation, including potentially attaching certifications of compliance to the VAT, UNICO, IRAP and 770 forms;
 - (v) Verification of tax credits, where applicable, as required under current Italian legislation, and the relative endorsement and attestation (e.g. R&D credit, technological innovation, design and aesthetic conception).
- C) Additional services for the Unieuro Group:
- (i) Agreed upon procedures regarding the chargeback of intercompany revenues and costs as at February 28, 2026 as per Annex 1 of the Notice of Tender;
 - (ii) Agreed upon procedures regarding information on the covenant as per Annex 1 of the Notice of Tender;
 - (iii) Agreed upon procedures regarding the Covercare S.p.A. Group's consolidated position at February 28, 2026 as per Annex 1 of the Notice of Tender;
 - (iv) Agreed upon procedures regarding the Adjusted indicators detailed in the Unieuro Group Management Report as per Annex 1 of the Notice of Tender;
 - (v) Other periodic legal review/audit services required by law, contractual agreements and regulations and/or related to the services listed above (e.g. certification of individual store fees as the basis for calculating variable rent where required).

Procedure for selecting firms to invite to the tender

The selection procedure and the request for quotations were defined and conducted in compliance with art. 16 of the EIP (public-interest entity) Regulations, in order to ensure a high-quality statutory audit service, appropriate to the size and complexity of Unieuro and the Unieuro Group.

The Working Group first shared with the Board of Statutory Auditors (i) the criteria for identifying independent audit firms to be invited to bid, (ii) the structure of the proposal request, (iii) the criteria to evaluate the proposals received and (iv) how to assign them a score.

⁴ The project to introduce SAP 4/HANA for Retail and After-Sales processes comprises an assessment phase and an implementation phase. The store roll-out process is planned for H2 2025/2026, in several waves involving groups of approx. 19 stores, for a total of around 270 stores to be completed in a timeframe of 18 to 24 months.

Preparation of the list of independent audit firms to be invited to tender

The list of independent audit firms invited to participate in the tender was prepared considering the provisions of art. 17, para. 3 of the EIP Regulations.

In accordance with this principle, independent audit firms invited to bid were selected on the basis of, among others, the following aspects:

- (i) skills demonstrated, with a focus on professional assignments/work conducted on behalf of public-interest entities, particularly those listed on regulated markets subject to Consob oversight;
- (ii) transparency report published in accordance with art. 13 of the EIP Regulations for financial year 2023;
- (iii) international nature of the relevant network;
- (iv) knowledge of the Unieuro Group gained through recent projects.

Following the investigations, conducted based on the objective and non-discriminatory parameters described above, the following companies were identified as potentially eligible to be invited to participate in the Tender (the “Invited Companies”):

1. PricewaterhouseCoopers S.p.A.
2. Deloitte & Touche S.p.A.
3. Ernst & Young S.p.A.
4. BDO Italia S.p.A.
5. Ria Grant Thornton S.p.A.
6. Mazars Italia S.p.A.

Assessment and selection criteria

The selection criteria respond to the need to define the reference criteria and the related assessment and weighting procedures, while also ensuring *ex ante* objectivity in the selection process.

Two pre-selection criteria were defined in the Internal Procedure:

- enrolment on the Register of Statutory Auditors with the Ministry for the Economy and Finance (or EU equivalent);
- performance in the three-year period 2021-2023 of statutory audit activities for at least one company listed on the Euronext Milan (EXM) market with annual revenues of not less than Euro 500 million.

In the request for proposals, the Invited Companies were asked to structure their respective framework proposals (“Framework Proposals” or “Framework Bids”) into the following four sections: (i) characteristics of the independent audit firm and its network, (ii) composition of the audit team, (iii) methodological approach - technical section, and (iv) economic section.

The Framework Bids were assessed by awarding a total score of 100 points, which was divided into a qualitative aspect (75 points - 25 points for each section) and a quantitative aspect relating to the economic proposal (25 points).

The assessment criteria adopted were stated in a transparent and non-discriminatory manner.

Functioning of the tender

In accordance with the Internal Procedure and also on behalf of the subsidiaries, on February 9, 2024 Unieuro sent a special PEC (certified email) requesting that proposals for the activities covered by the Tender ("Request for Bid") be sent via PEC to amministrazione@pec.unieuro.com and in cc to the Chairperson of the Board of Statutory Auditors, at giuseppina.manzo@odcecmilano.it, by 12:00 noon on February 29, 2024.

In accordance with the provisions of the EIP Regulations, the Request for Bid included, among other matters:

- the selection criteria defined to assess Framework Proposals;
- information enabling the Invited Companies to understand the scope and activities to be carried out as part of the statutory audit to be conducted for the financial years 2025/2026 to 2033/2034, and
- the terms of the Selection Procedure and how to submit Framework Bids.

Of the Invited Companies, the following produced the required documents and formulated a Framework Bid by February 29, 2024 (the "Bidding Companies"): PricewaterhouseCoopers S.p.A. ("PwC"), Deloitte & Touche S.p.A. ("Deloitte") and BDO Italia S.p.A. ("BDO").

Ernst & Young S.p.A. ("EY") informed the Company via PEC on February 12, 2024 that its current engagements with Unieuro are not compatible with the potential award of the legal audit engagement to EY and that, in order to comply with the "cooling in" period, removing the causes of incompatibility would require significant services to be discontinued by February 29, 2024. Such an interruption, while manageable in the abstract, would potentially create significant operational difficulties for Unieuro Group companies.

Mazars Italia S.p.A. ("Mazars") informed the Company via PEC on February 19, 2024 that it did not meet the following requirement to participate in the selection procedure: *"performance in the three-year period 2021-2023 of statutory audit activities for at least one company listed on the Euronext Milan (EXM) market with annual revenues of not less than Euro 500 million"*.

RIA Grant Thornton S.p.A. ("RIA"), did not respond or provide documentation.

Bid assessment and outcome of tender

In order to assess the Framework Proposals received, detailed reviews and verifications were undertaken in relation to the declarations provided by the Bidding Companies;

In collaboration with the Board of Statutory Auditors, the Working Group first analysed the Framework Bids received from PwC, Deloitte, and BDO, based on the selection criteria set forth in the Internal Procedure, and discussed their findings.

Specifically, following preliminary analysis of the bids received, it was decided to limit the subsequent assessment to the two independent audit firm bids which demonstrated, among other qualities, the greatest experience with clients of comparable size and characteristics to the Unieuro Group and the largest international network, thus excluding the bid from BDO.

The Board of Statutory Auditors and the Executive Officer for Financial Reporting, based on the analyses performed by the Working Group, further examined the bids received from PwC and Deloitte and discussed their respective assessments (which, regarding the teams' technical expertise, involved analysing the technical skills of individual team members, including those gained within the Group, to reach an overall qualitative evaluation of the teams based on individual experience), separately meeting with their representatives to assess additional evaluative elements beyond those already included in the set of proposal documents, which were subsequently supplemented.

Specifically, the Working Group met with the Bidding Companies PwC and Deloitte for in-depth interviews

on the Framework Bids received on March 26, 2024 and April 3, 2024 (PwC) and March 27, 2024 (Deloitte) while the Board of Statutory Auditors met with PwC and Deloitte on April 18, 2024.

The documentation collected, meetings held, and analyses conducted highlighted the high quality of the bids received and the professionalism of the audit teams.

The analyses performed on the Framework Proposals highlighted, among other matters:

- a) that the audit methodology outlined in the Framework Proposals - including in terms of the hours, the professional resources provided, the range of seniority levels, and the operational and information technology tools available for conducting the audit and identifying audit risk - are generally adequate in relation to the scope and complexity of the engagement;
- b) that the Framework Proposals contain a specific declaration concerning the audit firms' commitment to demonstrate their possession of the independence requirements provided for by law, particularly with reference to arts. 10 and 17 of Legislative Decree No. 39/2010, in accordance with the provisions of the regulations in force; and, on the whole, that the Invited Companies have an adequate monitoring and information management system to oversee the maintenance of the independence requirement and the prevention of conflicts of interest, including at the international network level;
- c) that the Bidding Companies, while in objectively different manners and with important distinctions that are considered in the assessment, have (i) organisation and technical-professional suitability appropriate to the size and complexity of the assignment under Legislative Decree No. 39/2010 and possession of the requirements of the EIP Regulations, and (ii) an adequate network reach (regional, national and international).

Following the assessments conducted on the basis of the scores assigned to each Framework Proposal, the following ranking was drawn up:

1. PwC (overall score 95.0);
2. Deloitte (overall score 94.1).

The table below summarises the ratings given to the qualitative - including technical - and economic characteristics extrapolated from the Framework Bids received.

	Criteria	Weight		
Requirements	Compliance with minimum requirements		✓	✓
Criteria (max score per criterion 25)	i Characteristics of the independent audit firm and its network	25%	24.2	24.0
	ii Composition of the audit team	25%	23.7	23.5
	iii Methodological Approach - Technical Section	25%	23.1	23.1
	iv Economic section	25%	24.1	23.5
	Total (max 100)		95.0	94.1

The tables below present the main economic components - in terms of cost and hours - of the Framework Bids received from the two selected companies.

(in Euro thousands)	PwC⁵				Deloitte⁶				
	Fee 1 st year	Fee from 2 nd year	Average annual fee	Nine-year total	Fee 1 st year	Fee 2 nd year	Fee from 3 rd year	Average annual fee	Nine-year total
Fees for work									
Audit of Unieuro's consolidated and separate financial statements	440	440	440	3,960	653	592	517	540	4,864
Audit of the separate financial statements of the subsidiary companies	56	56	56	504	52	52	52	52	468
Total audit service fees	496	496	496	4,464	705	644	569	592	5,332
Agreed Upon Procedures	14	8	9	78	45	31	31	33	293
Total	510	504	505	4,542	750	675	600	625	5,625

⁵ The economic conditions also include a maximum fee cap for adjustments to the ISTAT index of Euro 20 thousand annually and total secretarial and technology expenses in the amount of 9% of the audit fees.

⁶ The economic conditions also include a maximum fee cap for adjustments to the ISTAT index of 3% of the audit fees and total secretarial and technology expenses in the amount of 5% of the audit fees.

(in Euro thousands)	PwC				Deloitte				
	Hours 1 st year	Hours from 2 nd year	Average annual hours	% hours Partners and Managers	Hours 1 st year	Hours 2 nd year	Hours from 3 rd year	Average annual hours	% hours Partners and Managers
Estimated hours by activity type									
Audit of Unieuro's consolidated and separate financial statements	4,800	4,800	4,800	26%	6,710	6,060	5,310	5,549	30%
Audit of the separate financial statements of the subsidiary companies	640	640	640	26%	530	530	530	530	30%
Total annual hours	5,440	5,440	5,440		7,240	6,590	5,840	6,079	
Agreed Upon Procedures	160	90	98		460	310	310	327	
Estimated total hours	5,600	5,530	5,538		7,700	6,900	6,150	6,406	

On the basis of that stated above, the Board of Statutory Auditors, in relation to the assignment of the legally required audit of Unieuro S.p.A. for the nine-year period 2025/2026-2033/2034, based on the selection procedure, the bids received, the assessments carried out and the outcomes of such, considering that art. 16 of European Regulation No. 537/2014 requires that the reasoned proposal to the Shareholders' Meeting contain at least two possible alternatives for the appointment and requires the expression of a duly justified preference for one of them,

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to the Shareholders' Meeting of Unieuro S.p.A., pursuant to art. 16, para. 2, of European Regulation No. 537/2014 and arts. 13 and 17 of Legislative Decree No. 39/2010, alternatively, the two proposals regarding the mandate for the legally-required audit of Unieuro S.p.A. for the nine-year period 2025/2026-2033/2034, drawn up by PricewaterhouseCoopers S.p.A. and Deloitte S.p.A., the economic components of which have been summarised above,

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unanimously its preference for the company PricewaterhouseCoopers S.p.A., as it achieved a higher score in terms of quality and was more economically advantageous for the Group. Key elements within the bid that justified and prompted the preference for this bidder included:

- the firm's experience with clients of comparable size and complexity levels and with companies operating in the large-scale retail & Retail and Consumer sector, which was found to be an important element in assessing its ability perform the audit of the Unieuro Group;
- the dedicated audit team consists of Partners, Managers and Specialists with significant experience in companies comparable to the Unieuro Group and within the Group itself;
- the estimated hours required and their distribution across the various professionalism levels is appropriate for the scope and complexity of the assignment;
- the fees ensure the quality and reliability of the work and the independence of the auditor;
- the company meets the independence and objectivity requirements set forth in the applicable regulation; according to the available information, there are currently no situations of

incompatibility;

- the partner in charge of the audit is Mr. Giuseppe Ermocida, who has specific technical experience in audit assignments in the Unieuro Group's industry and in other listed companies.

In compliance with art. 16, para. 2 of Regulation (EU) 537/2014, the Board of Statutory Auditors declares that this recommendation has not been influenced by third parties and that none of the type of clauses referred to in paragraph 6 of the aforementioned art. 16 of the Regulation have been applied.

The Board therefore invites the Unieuro Shareholders' Meeting to approve the proposal to entrust PricewaterhouseCoopers S.p.A. with the assignment of the Company's "statutory audit services", as defined above, for the financial years 2025/2026- 2033/2034. This assignment shall be in accordance with the content, terms - including the criteria for adjustment of fees - and procedures described above, for an annual fee (net of ISTAT increases, out-of-pocket expenses, VAT and supervisory fee) of Euro 510.0 thousand for 5,600 hours of work in the first year (Euro 504.0 thousand, for 5,530 hours of work in subsequent years), composed as follows:

- Euro 440.0 thousand for the consolidated and separate financial statements of Unieuro and other professional services relating to this audit engagement (including the non-financial statement and other matters), for a total 4,800 hours of work;
- Euro 56.0 thousand to audit the subsidiary companies' separate financial statements, for a total 640 hours of work;
- Euro 14.0 thousand for other additional services (i.e. AUP), for a total 160 hours of work (Euro 8.0 thousand for 90 hours of work from the second year).

Should this proposal not obtain the votes required for its approval, a vote will be taken on the proposal to grant the same assignment to Deloitte S.p.A., for fees for the first year of Euro 750 thousand for a total 7,700 hours of work (decreasing in the second and third years).

Milan, May 3, 2024

THE BOARD OF STATUTORY AUDITORS

Ms. Giuseppina Manzo

(Chairperson)



Mr. Paolo Costantini

(Statutory Auditor)



Mr. Stefano Antonini

(Statutory Auditor)

