

Informazione Regolamentata n. 1944-36-2024	Data/Ora Inizio Diffusione 23 Agosto 2024 19:20:14	Euronext Star Milan
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Societa' : UNIEURO

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Regolamentata : 194873

Utenza - Referente : UNIEURON04 - La Rana

Tipologia : REGEM

Data/Ora Ricezione : 23 Agosto 2024 19:20:14

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Oggetto : Approval by CONSOB of the Offer Document

*Testo del comunicato*

Published by Unieuro S.p.A. upon request of Fnac-Darty S.A. and RUBY Equity Investment S.  
à r.l.

# FNAC DARTY

Published by Unieuro S.p.A. upon request of Fnac-Darty S.A. and RUBY Equity Investment S.à r.l.  
Ivry-sur-Seine, France — August 23, 2024, 5:45 PM CEST

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## PRESS RELEASE

### APPROVAL BY CONSOB OF THE OFFER DOCUMENT

#### TENDER PERIOD FROM 2 SEPTEMBER 2024 TO 25 OCTOBER 2024, SUBJECT TO POSSIBLE EXTENSIONS

With reference to the voluntary public tender and exchange offer (the "Offer") pursuant to Articles 102 and 106, paragraph 4, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently integrated and amended (the "CFA"), launched by Fnac Darty SA ("Fnac Darty") and RUBY Equity Investment S.à.r.l. ("Ruby" and together with Fnac Darty, the "Offerors") for all of the ordinary shares of Unieuro S.p.A. ("Unieuro") not already held by the Offerors, including the treasury shares directly or indirectly held, from time to time, by Unieuro, the Offerors inform that Consob, with resolution no. 23231 dated August 23, 2024, approved - pursuant to Article 102, Paragraph 4, CFA and Article 38 of Consob Regulation 11971/1999, as subsequently amended and supplemented (the "Issuers' Regulation") - the Offer document (the "Offer Document").

**Tender period.** The tender period of the Offer, agreed with Borsa Italiana S.p.A. pursuant to Article 40, Paragraph 2, of Issuers' Regulation, corresponding to 40 trading days, will start at 8:30 a.m. (Italian time) of 2 September, 2024 and end at 5:30 p.m. (Italian time) of 25 October, 2024 (first and last day included), subject to possible extensions in accordance with the applicable regulatory provisions. Accordingly, 25 October, 2024, subject to possible extensions of the tender period, will be the closing date of the Offer.

**Potential re-opening of the tender period.** If the relevant conditions are met, pursuant to Article 40-bis, paragraph 1, letter a), of the Issuers' Regulation, by the trading day following the payment date, the tender period must be reopened for 5 trading days and specifically, subject to possible extensions of the tender period, for the sessions of 4, 5, 6, 7, and 8 November 2024.

**Consideration.** The Offerors will pay a consideration for each Unieuro Share tendered to the Offer (the "Consideration") equal to:

- Euro 9.00 (the "Cash Portion"); and
- 0.1 Fnac Darty newly issued shares listed on Euronext Paris (the "Share Portion").

The Fnac Darty shares offered as Share Portion of the Consideration will have regular dividend entitlement, will belong to the same category of and will have the same rights as the existing Fnac Darty shares. Such shares will be listed and traded on Euronext Paris.

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The Consideration of the Offer will be paid to the tendering shareholders of Unieuro on the fifth trading day following the closing date of the tender period, *i.e.* 1 November, 2024, unless the tender period is extended in accordance with applicable law and regulatory provisions. In case of reopening of the tender period, the payment of the Consideration for the shares tendered to the Offer during the reopening will take place on the fifth trading day following the closing date of the reopening of the tender period, *i.e.* 15 November 2024 (unless the tender period is extended).

**Publication.** The Offer Document containing a detailed description of the terms and conditions of the Offer and, among others, the procedures for tendering in the Offer, will be published in accordance with applicable law on the website of Unieuro ([www.unieurospa.com](http://www.unieurospa.com)) and on the website of Fnac Darty ([www.fnacdarty.com](http://www.fnacdarty.com)). In addition, the Offer Document will be made available to the public for consultation:

- at the registered office of Fnac Darty, at 9 rue des Bateaux-Lavois, ZAC Port d'Ivry, 94200 Ivry-sur-Seine (France);
- at the offices of Intesa Sanpaolo S.p.A., in its capacity as intermediary responsible for coordinating the collection of tenders, at Largo Mattioli, no. 3, 20121, Milan (Italy);
- at the registered office of the responsible intermediaries for the collection of tenders; and
- on the website of Georgeson S.r.l., in its capacity as global information agent, ([www.georgeson.com](http://www.georgeson.com)).

Please note that the Offer Document will be published, pursuant to Article 34-ter, paragraph 02, letter a) of the Issuers' Regulation, together with the exemption document prepared by Fnac Darty for the purposes of the exemption from the obligation to publish a prospectus provided for in Article 1, paragraph 4, letter f) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017. Notice to the public concerning the availability of the Offer Document and exemption document will be given by means of a specific press release.

Pending the publication of the Offer Document, for matters not expressly indicated, reference is made to the notice, pursuant to Article 102, paragraph 1, of the CFA and Article 37, paragraph 1, of the Issuers' Regulation, made public on July 16, 2024 and published, *inter alia*, on Fnac Darty's website at [www.fnacdarty.com](http://www.fnacdarty.com), which sets out the legal grounds and key elements of the Offer, as well as the conditions thereof.

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# FNAC DARTY

## Legal Disclaimer

The Offer is being launched exclusively in Italy and will be made on a non-discriminatory basis and on equal terms to all holders of Unieuro shares, as set out in the notice published pursuant to Article 102 of Italian Legislative Decree No. 58 of February 24, 1998 and as further described in the Offer Document that will be published in accordance with the applicable regulations.

The Offer has not been and will not be made in the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the "Excluded Countries"), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

Copies, full or partial, of any documents relating to the Offer, including this press release, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. Any document relating to the Offer, including this press release, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

This press release is not an offer to sell or a solicitation of offers to purchase or subscribe for shares.

This press release and the information contained herein are not for distribution in or into the United States. This press release does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities of Fnac Darty have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

## About Fnac Darty

Operating in 13 countries, Fnac Darty is a European leader in the retail of entertainment and leisure products, consumer electronics and domestic appliances. The Group, which has almost 25,000 employees, has a multi-format network of more than 1,000 stores at the end of December 2023, and is ranked as a major e-commerce player in France (more than 27 million unique visitors per month on average) with its three merchant sites, [fnac.com](http://fnac.com), [darty.com](http://darty.com) and [natureetdecouvertes.com](http://natureetdecouvertes.com). A leading omnichannel player, Fnac Darty's revenue was around €8 billion in 2023, 22% of which was realized online. For more information: [www.fnacdarty.com](http://www.fnacdarty.com)

## CONTACTS

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