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Societa' : UNIEURO

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Utenza - Referente : UNIEURON04 - La Rana

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Data/Ora Ricezione : 24 Agosto 2024 16:00:03

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Oggetto : Publication of the Offer Document and the  
Exemption 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 24, 2024, 2:00 PM CEST

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## PRESS RELEASE

### PUBLICATION OF THE OFFER DOCUMENT AND THE EXEMPTION DOCUMENT

NOTICE PURSUANT TO ARTICLE 38, PARAGRAPH 2, OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION").

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" or the "Issuer") not already held by the Offerors, including the treasury shares directly or indirectly held, from time to time, by Unieuro, following the press release issued on 23 August, 2024 concerning the approval by Consob of the Offer document (the "Offer Document"), the Offerors announce to have published today the Offer Document.

The Offer Document is available to the public for consultation on the website of Unieuro ([www.unieurospa.com](http://www.unieurospa.com)) and on the website Fnac Darty ([www.fnacdarty.com](http://www.fnacdarty.com)), as well as:

- at the registered office of Fnac Darty, at 9 rue des Bateaux-Lavois, ZAC Port d'Ivry, 94200 Ivry-sur-Seine (France);
- at the registered office of Intesa Sanpaolo S.p.A., in its capacity as intermediary responsible for coordinating the collection of tenders, at Largo Mattioli, n. 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)).

It should be noted that the Issuer's statement pursuant to Article 103, paragraph 3, of the CFA is not attached to the Offer Document, and will be published by the Issuer with the modalities and within the terms set forth in Article 39 of the Issuers' Regulation.

Together with the Offer Document, 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 has been published on the website of Fnac Darty ([www.fnacdarty.com](http://www.fnacdarty.com)) pursuant to Article 34-ter, paragraph 02, letter a), of the Issuers' Regulation. The exemption document, prepared on the basis of the minimum information required by Delegated Regulation (EU) 2021/528, does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 and has not been subject to the scrutiny and approval by Consob or the French *Autorité des marchés financiers* pursuant to Article 1, paragraph 6a, letter a), of Regulation (EU) 2017/1129.

# FNAC DARTY

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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. 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 will 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.

The Offerors will pay a consideration for each Unieuro Share tendered to the Offer equal to Euro 9.00 and 0.1 Fnac Darty newly issued shares listed on Euronext Paris, which will be paid 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 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).

The Offer is subject to the fulfillment (or waiver by the Offerors) of each of the conditions precedent indicated in Paragraph A.1 of Section A of the Offer Document. In order to be able to make a well-founded judgment on the Offer, Unieuro shareholders are invited to read the Offer Document, to which reference is made.

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## 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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