

<p>Informazione Regolamentata n. 1944-40-2024</p>	<p>Data/Ora Inizio Diffusione 29 Agosto 2024 07:00:18</p>	<p>Euronext Star Milan</p>
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Societa' : UNIEURO

Identificativo Informazione Regolamentata : 194984

Utenza - Referente : UNIEURON04 - La Rana

Tipologia : REGEM

Data/Ora Ricezione : 29 Agosto 2024 07:00:18

Data/Ora Inizio Diffusione : 29 Agosto 2024 07:00:18

Oggetto : The Board of Directors of Unieuro S.p.A. unanimously approves the Issuer's statement in relation to the OPAS

Testo del comunicato

Vedi allegato

THE BOARD OF DIRECTORS OF UNIEURO S.P.A. UNANIMOUSLY APPROVES THE ISSUER'S STATEMENT IN RELATION TO THE VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER PROMOTED BY FNAC DARTY SA AND RUBY EQUITY INVESTMENT S.À R.L. ON ALL THE SHARES OF UNIEURO S.P.A.

THE MAJORITY OF VOTES HAS NOT BEEN REACHED ON THE EVALUATION OF FAIRNESS, FROM A FINANCIAL STANDPOINT, OF THE OFFERED CONSIDERATION

THE BOARD OF DIRECTORS UNANIMOUSLY HIGHLIGHTS CERTAIN CRITICAL ISSUES OF THE OFFER, FUTURE PLANS, AND POSSIBLE EXTRAORDINARY TRANSACTIONS FOLLOWING THE OFFER

Forlì, August 29, 2024 - The Board of Directors of Unieuro S.p.A. ("**Unieuro**" or the "**Issuer**") met on the afternoon of August 28, 2024 and has approved unanimously the statement (the "**Issuer's Statement**") prepared pursuant to Article 103, paragraphs 3 and 3-bis, of Legislative Decree 58/1998 (the "**CFA**") and to Article 39 of Consob Regulation 11971/1999 (the "**Issuers' Regulation**"), regarding to the voluntary public tender and exchange offer (the "**Offer**") promoted by Fnac Darty SA and Ruby Equity Investment S.à.r.l. (the "**Offerors**") – pursuant to and in accordance with Articles 102 and 106, paragraph 4, of the CFA and the applicable implementing provisions contained in the Issuers' Regulations – on all of Unieuro's ordinary shares.

The Issuer's Statement contains the reasoned assessment of the Board of Directors on the Offer and the fairness of the related consideration. In particular, the Board of Directors, acknowledging the fairness opinions released by the financial advisors Equita SIM S.p.A. and Mediobanca Banca di Credito Finanziario S.p.A. (attached to the Issuer's Statement) which – with the application of the evaluation methodologies different in part – has considered fair from a financial point of view the consideration of the Offer (determined in (i) Euro 9.00 and (ii) no. 0.1 newly issued ordinary shares of Fnac Darty SA listed on Euronext Paris, per each share of Unieuro tendered to the Offer), has not reached the majority of votes on the evaluation of fairness of the consideration, since five directors deemed such consideration unfair, five directors deemed it fair and one director abstained.

The Board of Directors furthermore has unanimously raised some critical issues with reference to the information provided by the Offerors regarding the reasons for the Offer, the future plans and any extraordinary transactions following the Offer itself, compared with the strategic objectives initiated and pursued by the Unieuro group and communicated to the market.

The Issuer's Statement – to which it is recommended to make reference for a comprehensive information and illustration of the assessments made by the Board of Directors regarding the Offer, the relevant consideration, and any data useful for the appreciation of the latter – is available to the market on the date hereof, *inter alia*, on the Company's website, at the address <https://investors.unieurospa.com/en/voluntary-tender->

Unieuro S.p.A.

Registered and administrative office: Palazzo Hercolani
via Piero Maroncelli, 10 - 47121 Forlì (FC)
Tax Code and VAT number 00876320409
R.E.A. Forlì - Cesena - 177115
Corporate capital Euro 4,169,901.60 i.v.

unieurospa.com | unieuro.it
linkedin.com/company/unieuro



PRESS RELEASE

[and-exchange-offer/](#) , where the offer document and exemption document published by the Offer on August 24, 2024 are also available.

It is recommended in any case a full reading also of the offer document and exemption document published by the Offerors.

Unieuro S.p.A.

Unieuro is the leading distributor of consumer electronics and household appliances in Italy, strengthened by an omnichannel approach that integrates direct stores (more than 270), affiliated outlets (more than 250) and the digital platform unieuro.it, as well as offering services through the Covercare Group. The company is headquartered in Forlì, has a central logistics platform in Piacenza, and has about 5,400 employees. Listed on Euronext STAR Milan since 2017, Unieuro reported revenues of more than 2.6 billion euros in the financial statements as of February 29, 2024.

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Fine Comunicato n.1944-40-2024

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