

<p>Informazione Regolamentata n. 1944-65-2024</p>	<p>Data/Ora Inizio Diffusione 29 Ottobre 2024 18:15:13</p>	<p>Euronext Star Milan</p>
---	--	----------------------------

Societa' : UNIEURO

Identificativo Informazione Regolamentata : 197328

Utenza - Referente : UNIEURON04 - La Rana

Tipologia : REGEM

Data/Ora Ricezione : 29 Ottobre 2024 18:15:13

Data/Ora Inizio Diffusione : 29 Ottobre 2024 18:15:14

Oggetto : Final results of the offer confirm preliminary results - Offerors secure 71.5% of the share capital of Unieuro

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.
PRESS RELEASE

Ivry-sur-Seine, France — October 29, 2024, 5:45 p.m. CEST

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS PRESS RELEASE IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IS NOT PERMITTED IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

FINAL RESULTS OF THE OFFER CONFIRM PRELIMINARY RESULTS OFFERORS SECURE 71.5% OF THE SHARE CAPITAL OF UNIEURO REOPENING PERIOD CONFIRMED FROM NOVEMBER 4 TO 8

- **Final results of the Offer: 67.1% of Unieuro's share capital tendered, which cumulated to the 4.4% already owned by Fnac Darty, represents 71.5% of Unieuro's share capital**
- **Implementation of the Offer following waiver of the last condition precedent**
- **The Offer has become effective and payment of the Consideration will occur on 1st November 2024**
- **The Reopening of the Tender Period will take place between 4 and 8 November 2024 allowing further shareholders to tender their shares at unchanged conditions**

NOTICE PURSUANT TO ARTICLE 41, PARAGRAPH 6, 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 notice issued on 25 October 2024 regarding the preliminary results of the Offer (the "Notice of the Preliminary Results"), the Offerors hereby announce the final results of the Offer.

It is reminded that:

- as announced to the market on 7 October 2024 pursuant to Articles 36 and 43 of the Issuers' Regulation, the Offerors have given notice of their decision to amend the Minimum Threshold Condition, lowering the shareholding required for its fulfilment from an amount higher than 90% to an amount at least equal to 66.67% of Unieuro's share capital; and
- as announced to the market on 24 October 2024, the Offerors have given notice of their decision to waive the Authorization Condition.

FNAC DARTY

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob with resolution no. 23231 of August 23, 2024, and published on August 24, 2024 (the "Offer Document") among others, on the website of Unieuro (www.unieurospa.com) and on the website of Fnac Darty (www.fnacdarty.com).

FINAL RESULTS OF THE OFFER

Based on the final results communicated by Intesa Sanpaolo S.p.A., in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders during the Tender Period, no. 13,990,650 ordinary shares of Unieuro were tendered in the Offer. Such tendered shares represent (i) 67.1% of the share capital of the Issuer and (ii) 70.2% of the Shares Subject to the Offer.

The Offerors did not purchase any Unieuro Shares outside the Offer during the period between the Date of the Offer Document and today's date.

The final results above are therefore the same as the preliminary results disclosed in the Notice of the Preliminary Results.

Taking into account (i) the no. 13,990,650 ordinary shares of Unieuro tendered in the Offer during the Tender Period and (ii) the no. 913,412 ordinary shares of Unieuro already held by Fnac Darty prior to the beginning of the Tender Period, the Offerors, jointly considered, will come to hold a total of no. 14,904,062 ordinary shares of Unieuro, equal to 71.5% of the share capital of the Issuer.

CONDITIONS PRECEDENT

As reported in the Offer Document, the Offer is subject to the fulfilment and/or the waiver by the Offerors of each of the Conditions Precedent described in Section A "Warnings", Paragraph. A.1., including the Minimum Threshold Condition.

In light of the above, on the basis of the final results of the Offer at the end of the Tender Period, the Offerors will come to hold a shareholding above 66.67% but below 90% of the Issuer's share capital. In this respect, it should be noted that:

- (i) as already indicated in Notice of the Preliminary Results, in light of the final results, the Minimum Threshold Condition, as lastly amended on 7 October 2024, has been fulfilled;
- (ii) today, availing of the relevant option provided for in the Offer Document, the Offerors have agreed to waive the other Conditions Precedent (other than the Authorization Condition which has been waived by the Offerors on 24 October 2024), *i.e.* those indicated in the Offer Document, in Section A "Warnings", Paragraph A.1.(iii), A.1.(iv) and A.1.(v), considering that, on the date hereof, they have not become aware of any facts, events, situations, actions, transactions and/or circumstances relevant to such Conditions Precedent;
- (iii) the requirements for the fulfilment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA or for the fulfilment of the Obligation to Purchase under Art. 108, Par. 1, of the CFA and the exercise of the Right to Squeeze-out pursuant to Art. 111 of the CFA have not been met.

In light of the foregoing, the Offer is effective and can be performed.

PAYMENT DATE

It is reminded that the Consideration due to the holders of the ordinary shares of Unieuro tendered in the Offer is equal to Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Shares, as Share Portion, for each Unieuro Share tendered to the Offer.

In order to pay the Consideration to the shareholders of Unieuro who have tendered in the Offer, Fnac Darty, in execution of the Offer Capital Increase, will issue no. 1,399,065 Fnac Darty shares, equal to 5.036% of Fnac Darty's share capital on the Payment Date. Following such issue, the subscribed and paid-in share capital of Fnac Darty will be represented by no. 29,177,643 ordinary shares.

The shareholders of Unieuro who tendered their shares in the Offer will receive the Consideration on the Payment Date, *i.e.* 1 November 2024, against the transfer of such Unieuro shares to the Offerors,

FNAC DARTY

according to the methods described in Section F, Paragraph F.6 of the Offer Document (including with reference to the treatment of any Fractional Parts).

The obligation of the Offerors to pay the Consideration will be considered fulfilled when the Consideration and any Cash Amount of the Fractional Part are transferred to the Responsible Intermediaries. The tendering shareholders of Unieuro bear the entire risk of the Responsible Intermediaries or the Depositary Intermediaries failing to transfer the Consideration or any Cash Amount of the Fractional Part to the entitled parties (including their heirs, where applicable) or delaying the transfer thereof.

REOPENING OF THE TENDER PERIOD

Due to the fulfillment of the Minimum Threshold Condition (as lastly amended on 7 October 2024), in accordance with the provisions of article 40-bis, paragraph 1, letter a), of the Issuers' Regulation, the Reopening of the Tender Period will occur for 5 trading days starting from the Trading Day following the Payment Date, namely for the days of 4, 5, 6, 7, and 8 November 2024. Accordingly, the Issuer's shareholders who did not accept the Offer during the Tender Period may tender their Shares in the Offer during the Reopening of the Tender Period, being entitled to the same Consideration.

The Offerors will pay the Consideration to each shareholder of Unieuro who has tendered in the Offer during the Reopening of the Tender Period on the fifth trading day following the end of the Reopening of the Tender Period and therefore on 15 November 2024.

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, darty.com and 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

CONTACTS

ANALYSTS/INVESTORS

Domitille Vielle – Head of Investor Relations – domitille.vielle@fnacdarty.com – +33 (0)6 03 86 05 02

Laura Parisot – Investor Relations Manager – laura.parisot@fnacdarty.com – +33 (0)6 64 74 27 18

PRESS

Marianne Hervé – mherve@image7.fr – +33 (0)6 23 83 59 29

Fine Comunicato n.1944-65-2024

Numero di Pagine: 6