

<p>Informazione Regolamentata n. 1944-89-2024</p>	<p>Data/Ora Inizio Diffusione 25 Novembre 2024 20:29:56</p>	<p>Euronext Star Milan</p>
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Societa' : UNIEURO

Identificativo Informazione Regolamentata : 198664

Utenza - Referente : UNIEURON04 - La Rana

Tipologia : REGEM

Data/Ora Ricezione : 25 Novembre 2024 20:29:56

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Oggetto : Voluntary Public Tender and Exchange Offer for all the shares of Unieuro - Notice pursuant to articles 36, 41, paragraph 2, letter c), and 50-quinquies, paragraph 7, of the Issuers' Regulation

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

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PRESS RELEASE

Ivry-sur-Seine, France — November 25, 2024, 6:45 pm CEST

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VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER FOR ALL THE SHARES OF UNIEURO

NOTICE PURSUANT TO ARTICLES 36, 41, PARAGRAPH 2, LETTER C), AND 50-QUINQUIES, PARAGRAPH 7, 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, as well as to consequent Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offerors announce – pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation – that on the date hereof Fnac Darty V SAS ("HoldCo") has purchased the following ordinary shares of Unieuro (ISIN IT0005239881) (the "**Purchase**").

Date	Venue of the transactions	Type of transaction	Number of shares	Currency	Unit price per share
November 25, 2024	Euronext Milan regulated market	Purchase	61235	Euro	11,66
	Posit Dark	Purchase	9674	Euro	11,67
	Sigma X Europe	Purchase	1203	Euro	11,65
	Cboe Europe - Dxe	Purchase	398	Euro	11,66
	Blockmatch Europe RFQ	Purchase	100	Euro	11,66

The Purchase was carried out at a consideration per share not exceeding Euro 11,67208, i.e. the value of the Full Cash Alternative Consideration for each ordinary share of Unieuro within the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (which is also lower than the implied monetary value of the Consideration of the Offer equal to Euro 12.02).

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It is reminded that with regard to the Offer, as well as to Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, in light of the Investment Agreement and the Shareholders' Agreement, Fnac Darty, Ruby and HoldCo are deemed Persons Acting in Concert for the purposes of Article 101-bis, Paragraph 4-bis, of the CFA. As described in the offer document approved by Consob with resolution no. 23231 of 23 August 2024 and published on 24 August 2024 (the "Offer Document"), following the HoldCo Contributions the share capital of HoldCo – which as of today is entirely held by Fnac Darty – will be held at 51% by Fnac Darty and at 49% by Ruby.

As a result of the Purchase, the Offerors, jointly with the Persons Acting in Concert, hold as of today a total of no. 19,076,163 ordinary shares of Unieuro, representing approximately 91,49% of Unieuro's share capital.

All terms not defined in this press release shall have the same meaning given to them in the Offer Document published among others, on the website of Unieuro (www.unieurospa.com) and on the website of Fnac Darty (www.fnacdarty.com), as well as in the notices published by the Offerors in relation to the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (including the notices published on 12 and 15 November 2024).

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Legal Disclaimer

The Offer and the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA are 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 published in accordance with the applicable regulations.

The Offer and the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA have 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 them 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 and/or the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA possible in any of the Excluded Countries.

Copies, full or partial, of any documents relating to the Offer and/or the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, 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 and/or the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, 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.1944-89-2024

Numero di Pagine: 5