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Societa' : UNIEURO

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Utenza - Referente : UNIEURON04 - Gianna

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Oggetto : Request for sale joint procedure form

Testo del comunicato

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



**REQUEST FOR SALE
JOINT PROCEDURE**

to comply with the obligation to purchase pursuant to Article 108, paragraph 1, of Legislative Decree no. 58 of 24 February 1998 (“CFA”), as amended and supplemented, and exercise the Right to Squeeze-Out (the “**Joint Procedure**”),
launched by Fnac Darty SA (“**Fnac Darty**”) and RUBY Equity Investment S.à r.l. (“**Ruby**”), and together with Fnac Darty, the “**Offerors**”) for 687,633 ordinary shares of Unieuro S.p.A. (the “**Issuer**” or “**Unieuro**”), in addition to up to no. 8,697 ordinary shares of the Issuer possibly granted under the existing stock option plan approved by the Unieuro shareholders’ meeting on 6 February 2017

To the Responsible Intermediary _____	
I, the undersigned (<i>name or corporate name</i>) _____ born in _____ on _____ tax code/VAT number _____ citizenship/nationality _____ resident in/with registered office at _____ Address _____ postal code _____ owner of No. _____ ordinary shares of the Issuer (the “ Further Remaining Shares ”), without nominal value, with regular dividend entitlement and freely transferable, of which I hereby represent that they are legitimately, exclusively and fully in my property and at my disposal as well as free of liens and encumbrances of any type and nature, whether <i>in rem</i> or personal;	
acknowledged that terms in capital letters not otherwise defined in this request for sale (the “ Request for Sale ”) have the same meaning ascribed to them in the offer document approved by Consob with resolution no. 23231 of 23 August 2024 and published on 24 August 2024 (the “ Offer Document ”), as well as in the press release on the final results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA published by the Offerors on 12 December 2024 and the additional press releases published by the Offerors in connection with the Joint Procedure (the “ Press Releases on the Procedure ”), which are made available to the public, <i>inter alia</i> , on Fnac Darty’s website (www.fnacdarty.com) and on Unieuro’s website (www.unieurospa.com);	
REPRESENT	to be aware of all the conditions, terms and modalities of this Joint Procedure carried out by the Offerors to comply with the Obligation to Purchase under to Art. 108, Par. 1, of the CFA (the “ Obligation to Purchase ”) and to exercise the right of squeeze-out pursuant to Article 111 of the CFA (the “ Right to Squeeze-Out ”), as set out in the Offer Document and in the Press Releases on the Procedure.
REQUEST	irrevocably, pursuant to Article 108, paragraph 1, of the CFA, the Offerors to purchase under the Joint Procedure in fulfilling the Obligation to Purchase the No. _____ Further Remaining Shares that: <input type="checkbox"/> are already deposited with you in the securities account No. _____ under the name of _____; <input type="checkbox"/> will be transferred in the above-mentioned account following settlement by stock exchange; <input type="checkbox"/> will be deposited with you simultaneously with the signing of this Request for Sale; <input type="checkbox"/> will be timely transferred to you/deposited with you by virtue of the mandate expressly accepted at the end of this Request for Sale by the Depository Intermediary of the Further Remaining Shares indicated above.
AUTHORISE	the placing of the Further Remaining Shares indicated above in a temporary account at your bank set up solely for the purpose of this Joint Procedure in relation to the fulfillment of the Obligation to Purchase, where applicable.
AGREE	henceforth with the transfer to the Offerors of the Further Remaining Shares placed into the said temporary account, granting you an irrevocable mandate to perform directly or indirectly in the name and on behalf of the undersigned all the necessary formalities in connection with the transfer of the Further Remaining Shares to the Offerors, against the delivery on the Payment Date of the Joint Procedure of the Consideration of the Offer or, alternatively, the Full Cash Alternative Consideration, as described in the Press Releases on the Procedure and as better specified therein.
DECLARE	– to accept henceforth the cancellation of the transaction in the event that irregularities are found in the data contained in this Request for Sale following the checks and controls performed after the delivery of the Further Remaining Shares; – to be aware that, in consideration of the fact that the Further Remaining Shares are subject to the dematerialization regime provided for by Articles 83- <i>bis</i> et <i>seq.</i> of the CFA, and by the Regulation adopted by CONSOB and Banca d’Italia Resolution of 22 February 2008, as subsequently amended and supplemented, the execution of the Request for Sale also constitutes an irrevocable mandate and instruction given to the Responsible Intermediary (or to the relevant Depository Intermediary with which the Further Remaining Shares are deposited on securities account), to transfer the Further Remaining Shares on deposit with such intermediaries in favor of the Offerors.
ACKNOWLEDGE	1. that the request within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase is irrevocable; 2. that the period for the submission of the Requests for Sale starts at 8:30 a.m., Italian time, on 19 December 2024 and ends at 5:30 p.m., Italian time, on 30 December 2024 (first and last day included), subject to extensions (the “ Period of the Joint Procedure ”); 3. that the Consideration for the Joint Procedure, pursuant to Art. 108, Paragraphs 3 and 5, of the CFA, will be equal to: a. a consideration equal to the Consideration of the Offer, <i>i.e.</i> Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion, for each Further Remaining Share (the “ Consideration ”); or, alternatively, b. only to those shareholders so requesting in this Request for Sale with respect to all Further Remaining Shares that are the subject of the request, a full cash consideration per each Further Remaining Share equal to Euro 11,67208 (the “ Full Cash Alternative Consideration ”), amount determined pursuant to Article 50- <i>ter</i> , Paragraph 1, letter a), of the Issuers’ Regulation as the sum of (x) the weighted average of the official prices of the Fnac Darty shares recorded on Euronext Paris during the five Trading Days prior to the Payment Date of the Reopening of the Tender Period (<i>i.e.</i> 8, 11, 12, 13 and 14 November 2024) multiplied by 0.1 and (y) Euro 9.00 (<i>i.e.</i> the Cash Portion); 4. the choice of the Full Cash Alternative Consideration in lieu of the Consideration is irrevocable and can only be made (i) at the same time as requesting within the Joint Procedure and, therefore, by the submission of this Request for Sale and (ii) with reference to all (and, therefore, not only to a part of the) Further Remaining Shares tendered; therefore, in case the requesting shareholders within the Joint Procedure do not make an express choice, the Consideration will be paid; 5. that, if the result of the assignment of the Share Portion is not a whole number, the requesting shareholders will be entitled to receive the Cash Amount of the Fractional Part and that if a requesting shareholder tenders within the Joint Procedure a number of Further Remaining Shares lower than 10 without requesting the Full Cash Alternative Consideration, such requesting shareholder will be entitled to receive only the Cash Amount of the Fractional Part, as indicated in the Press Releases on the Procedure; 6. that the Consideration for the Joint Procedure will be paid, as indicated in the Press Releases on the Procedure, subject to potential extensions or amendments of the Joint Procedure with the manners and terms made public pursuant to the applicable law, on the fifth Trading Day following the end of the Period of the Joint Procedure (<i>i.e.</i> 8 January 2024). Such payment is subject to the completion of the formalities necessary to transfer the Further Remaining Shares to the Offerors; 7. that the Consideration for the Joint Procedure is intended to be net of any Italian stamp duty, registration tax or financial transaction tax, to the extent due, and of fees, commissions, and expenses, which will be borne by the Offerors, while any income, withholding or substitute tax on capital gains, if due, will be borne by the shareholders requesting within the Joint Procedure; 8. that the shareholders requesting within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase bear the entire risk of the Depository Intermediaries’ failing to deliver the Requests for Sale and failing to deposit the Further Remaining Shares with the Intermediary Responsible for Coordinating the Collection of Tenders by the last valid day of the Period of the Joint Procedure and the risk that the Responsible Intermediaries or the Depository Intermediaries fail to transfer the Consideration or the Cash Amount of the Fractional Part (if any) or the Full Cash Alternative Consideration to those entitled to receive it or delay such transfer.
DELEGATES	irrevocably the Intermediary Responsible for Coordinating the Collection of Tenders, in the case of payment of the Share Portion, to sell on the Euronext Paris regulated market, in the name and on behalf of the undersigned, any Fractional Part he/she would be entitled to, equal to No. _____ shares of Fnac Darty, deriving from the exchange against the Issuer’s Further Remaining Shares pursuant to the Press Releases on the Procedure, paying to the undersigned through this Responsible Intermediary the Cash Amount of the Fractional Part (determined based on the methods set forth under the Press Releases on the Procedure) on the following terms.

AUTHORISE	<p>the Responsible Intermediary, with reference to all (and, therefore, not only to a part of) the Further Remaining Shares tendered within Procedure in relation to the fulfillment of the Obligation to Purchase, to settle, directly or indirectly, the payment of the Consideration for Procedure, as follows:</p> <p><input type="checkbox"/> NOT REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>(i) with reference to the payment of the Share Portion, through the deposit of No. _____ shares of Fnac Darty due to the undersigned based on No. 0.1 shares of Fnac Darty for each Further Remaining Share of the Issuer, through the registration, in dematerialized form, in the securities account No. _____, at _____, under the name of _____;</p> <p>(ii) with reference to the payment of the Cash Portion:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Cash Portion of the Consideration due for the Further Remaining Shares tendered to the Joint Procedure;</p> <p><input type="checkbox"/> allowing to inform the Intermediary Responsible for Coordinating the Collection of Tenders of the Fractional Part due to the undersigned for the exchange with the Issuer's Further Remaining Shares, equal to No. _____ shares of Fnac Darty, paying, directly or indirectly, the Cash Amount of the Fractional Part:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____.</p> <p style="text-align: center;">Or, alternatively,</p> <p><input type="checkbox"/> REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>1. by crediting the bank account no. _____ in the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Full Cash Alternative Consideration due for the Further Remaining Shares tendered within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase.</p>
DECLARE	<p>a) to be aware that the Joint Procedure is being launched exclusively in Italy as the Further Remaining Shares are listed only on Euronext Milan, and it is addressed, without distinction and on equal terms, to all holders of the Issuers' outstanding ordinary shares;</p> <p>b) to be aware that the Joint Procedure has not been and will not be made in or into the United States, Canada, Japan, Australia and in any other jurisdictions where making the Joint Procedure 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 countries, including the United States, Canada, Japan and Australia, the "Excluded Countries"); and</p> <p>c) to (i) have not received and/or sent copies or originals of this Request for Sale, the Offer Document and/or any document or information relating to the Joint Procedure, including the Exemption Document and the Press Releases on the Procedure, from or to the Excluded Countries and to have not otherwise used in connection with the Joint Procedure, directly or indirectly, national or international instruments of communication or commerce of any of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and Internet, and/or any other electronic medium), or any structure of any of the Excluded Countries' financial intermediaries and (ii) be outside of the Excluded Countries at the time of the delivery or execution of this Request for Sale.</p>

Pursuant to article 13 of the General Data Protection Regulation (EU) 2016/679 (the "GDPR"), the shareholders tendering within the Joint Procedure are informed that the personal data provided in this request for sale will be processed, including through the use of information and computer systems, solely for the purposes directly related and instrumental to the Joint Procedure (e.g. collection of the requests for sale, control of their correctness and payment of the consideration), which is the legal basis for processing such data. The provision of personal data is necessary to perform the obligations under this Request for Sale and, therefore, any refusal to provide in whole or in part the said personal data will result in the impossibility to tendering in the Joint Procedure. The personal data will be processed, in their role as separate and independent Data Controllers and solely for the purposes related and instrumental to each of their roles in this transaction, by the Responsible Intermediaries, the Intermediary Responsible for Coordinating the Collection of Tenders, the Offerors, the Depository Intermediaries as well as by the companies appointed by such data controllers to perform functional or supporting activities necessary to the transaction. With reference to the above-mentioned processing, the person providing the data may exercise any right specifically attributed by GDPR under the terms set forth in the privacy section made available on the channels of the Data Controllers. The data will be retained only for the period of time necessary for the pursuit of the aforementioned purposes, after which they will be stored in compliance with the ordinary limitation periods identified by the Italian Civil Code or by specific provisions of law, for administrative purposes and/or to assert or defend a right or a legitimate interest of the holders or of third parties.

Place _____, Date _____

The requesting shareholder (or is/her representative)

Stamp and signature of the Responsible Intermediary

The DEPOSITORY INTERMEDIARY receiving this Request for Sale represents, at the time of presentation by the requesting shareholder (or his/her/its representative) and under its own responsibility:

- a) to be the depository of the abovementioned Further Remaining Shares owned by the requesting shareholder;
- b) to perform the formalities necessary for the transfer of the Further Remaining Shares to this Responsible Intermediary exclusively through Monte Titoli S.p.A., within and no later than the end of the Period for the Submission of the Requests for Sale (as potentially extended).

Stamp and signature of the Depository Intermediary



**REQUEST FOR SALE
JOINT PROCEDURE**

to comply with the obligation to purchase pursuant to Article 108, paragraph 1, of Legislative Decree no. 58 of 24 February 1998 (“CFA”), as amended and supplemented, and exercise the Right to Squeeze-Out (the “**Joint Procedure**”),
launched by Fnac Darty SA (“**Fnac Darty**”) and RUBY Equity Investment S.à r.l. (“**Ruby**”), and together with Fnac Darty, the “**Offerors**”) for 687,633 ordinary shares of Unieuro S.p.A. (the “**Issuer**” or “**Unieuro**”), in addition to up to no. 8,697 ordinary shares of the Issuer possibly granted under the existing stock option plan approved by the Unieuro shareholders’ meeting on 6 February 2017

To the Responsible Intermediary _____	
I, the undersigned (<i>name or corporate name</i>) _____ born in _____ on _____ tax code/VAT number _____ citizenship/nationality _____ resident in/with registered office at _____ Address _____ postal code _____ owner of No. _____ ordinary shares of the Issuer (the “ Further Remaining Shares ”), without nominal value, with regular dividend entitlement and freely transferable, of which I hereby represent that they are legitimately, exclusively and fully in my property and at my disposal as well as free of liens and encumbrances of any type and nature, whether <i>in rem</i> or personal;	
acknowledged that terms in capital letters not otherwise defined in this request for sale (the “ Request for Sale ”) have the same meaning ascribed to them in the offer document approved by Consob with resolution no. 23231 of 23 August 2024 and published on 24 August 2024 (the “ Offer Document ”), as well as in the press release on the final results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA published by the Offerors on 12 December 2024 and the additional press releases published by the Offerors in connection with the Joint Procedure (the “ Press Releases on the Procedure ”), which are made available to the public, <i>inter alia</i> , on Fnac Darty’s website (www.fnacdarty.com) and on Unieuro’s website (www.unieurospa.com);	
REPRESENT	to be aware of all the conditions, terms and modalities of this Joint Procedure carried out by the Offerors to comply with the Obligation to Purchase under to Art. 108, Par. 1, of the CFA (the “ Obligation to Purchase ”) and to exercise the right of squeeze-out pursuant to Article 111 of the CFA (the “ Right to Squeeze-Out ”), as set out in the Offer Document and in the Press Releases on the Procedure.
REQUEST	irrevocably, pursuant to Article 108, paragraph 1, of the CFA, the Offerors to purchase under the Joint Procedure in fulfilling the Obligation to Purchase the No. _____ Further Remaining Shares that: <input type="checkbox"/> are already deposited with you in the securities account No. _____ under the name of _____; <input type="checkbox"/> will be transferred in the above-mentioned account following settlement by stock exchange; <input type="checkbox"/> will be deposited with you simultaneously with the signing of this Request for Sale; <input type="checkbox"/> will be timely transferred to you/deposited with you by virtue of the mandate expressly accepted at the end of this Request for Sale by the Depository Intermediary of the Further Remaining Shares indicated above.
AUTHORISE	the placing of the Further Remaining Shares indicated above in a temporary account at your bank set up solely for the purpose of this Joint Procedure in relation to the fulfillment of the Obligation to Purchase, where applicable.
AGREE	henceforth with the transfer to the Offerors of the Further Remaining Shares placed into the said temporary account, granting you an irrevocable mandate to perform directly or indirectly in the name and on behalf of the undersigned all the necessary formalities in connection with the transfer of the Further Remaining Shares to the Offerors, against the delivery on the Payment Date of the Joint Procedure of the Consideration of the Offer or, alternatively, the Full Cash Alternative Consideration, as described in the Press Releases on the Procedure and as better specified therein.
DECLARE	– to accept henceforth the cancellation of the transaction in the event that irregularities are found in the data contained in this Request for Sale following the checks and controls performed after the delivery of the Further Remaining Shares; – to be aware that, in consideration of the fact that the Further Remaining Shares are subject to the dematerialization regime provided for by Articles 83-bis et seq. of the CFA, and by the Regulation adopted by CONSOB and Banca d’Italia Resolution of 22 February 2008, as subsequently amended and supplemented, the execution of the Request for Sale also constitutes an irrevocable mandate and instruction given to the Responsible Intermediary (or to the relevant Depository Intermediary with which the Further Remaining Shares are deposited on securities account), to transfer the Further Remaining Shares on deposit with such intermediaries in favor of the Offerors.
ACKNOWLEDGE	1. that the request within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase is irrevocable; 2. that the period for the submission of the Requests for Sale starts at 8:30 a.m., Italian time, on 19 December 2024 and ends at 5:30 p.m., Italian time, on 30 December 2024 (first and last day included), subject to extensions (the “ Period of the Joint Procedure ”); 3. that the Consideration for the Joint Procedure, pursuant to Art. 108, Paragraphs 3 and 5, of the CFA, will be equal to: a. a consideration equal to the Consideration of the Offer, <i>i.e.</i> Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion, for each Further Remaining Share (the “ Consideration ”); or, alternatively, b. only to those shareholders so requesting in this Request for Sale with respect to all Further Remaining Shares that are the subject of the request, a full cash consideration per each Further Remaining Share equal to Euro 11,67208 (the “ Full Cash Alternative Consideration ”), amount determined pursuant to Article 50-ter, Paragraph 1, letter a), of the Issuers’ Regulation as the sum of (x) the weighted average of the official prices of the Fnac Darty shares recorded on Euronext Paris during the five Trading Days prior to the Payment Date of the Reopening of the Tender Period (<i>i.e.</i> 8, 11, 12, 13 and 14 November 2024) multiplied by 0.1 and (y) Euro 9.00 (<i>i.e.</i> the Cash Portion); 4. the choice of the Full Cash Alternative Consideration in lieu of the Consideration is irrevocable and can only be made (i) at the same time as requesting within the Joint Procedure and, therefore, by the submission of this Request for Sale and (ii) with reference to all (and, therefore, not only to a part of the) Further Remaining Shares tendered; therefore, in case the requesting shareholders within the Joint Procedure do not make an express choice, the Consideration will be paid; 5. that, if the result of the assignment of the Share Portion is not a whole number, the requesting shareholders will be entitled to receive the Cash Amount of the Fractional Part and that if a requesting shareholder tenders within the Joint Procedure a number of Further Remaining Shares lower than 10 without requesting the Full Cash Alternative Consideration, such requesting shareholder will be entitled to receive only the Cash Amount of the Fractional Part, as indicated in the Press Releases on the Procedure; 6. that the Consideration for the Joint Procedure will be paid, as indicated in the Press Releases on the Procedure, subject to potential extensions or amendments of the Joint Procedure with the manners and terms made public pursuant to the applicable law, on the fifth Trading Day following the end of the Period of the Joint Procedure (<i>i.e.</i> 8 January 2024). Such payment is subject to the completion of the formalities necessary to transfer the Further Remaining Shares to the Offerors; 7. that the Consideration for the Joint Procedure is intended to be net of any Italian stamp duty, registration tax or financial transaction tax, to the extent due, and of fees, commissions, and expenses, which will be borne by the Offerors, while any income, withholding or substitute tax on capital gains, if due, will be borne by the shareholders requesting within the Joint Procedure; 8. that the shareholders requesting within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase bear the entire risk of the Depository Intermediaries’ failing to deliver the Requests for Sale and failing to deposit the Further Remaining Shares with the Intermediary Responsible for Coordinating the Collection of Tenders by the last valid day of the Period of the Joint Procedure and the risk that the Responsible Intermediaries or the Depository Intermediaries fail to transfer the Consideration or the Cash Amount of the Fractional Part (if any) or the Full Cash Alternative Consideration to those entitled to receive it or delay such transfer.
DELEGATES	irrevocably the Intermediary Responsible for Coordinating the Collection of Tenders, in the case of payment of the Share Portion, to sell on the Euronext Paris regulated market, in the name and on behalf of the undersigned, any Fractional Part he/she would be entitled to, equal to No. _____ shares of Fnac Darty, deriving from the exchange against the Issuer’s Further Remaining Shares pursuant to the Press Releases on the Procedure, paying to the undersigned through this Responsible Intermediary the Cash Amount of the Fractional Part (determined based on the methods set forth under the Press Releases on the Procedure) on the following terms.

AUTHORISE	<p>the Responsible Intermediary, with reference to all (and, therefore, not only to a part of) the Further Remaining Shares tendered within Procedure in relation to the fulfillment of the Obligation to Purchase, to settle, directly or indirectly, the payment of the Consideration for Procedure, as follows:</p> <p><input type="checkbox"/> NOT REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>(i) with reference to the payment of the Share Portion, through the deposit of No. _____ shares of Fnac Darty due to the undersigned based on No. 0.1 shares of Fnac Darty for each Further Remaining Share of the Issuer, through the registration, in dematerialized form, in the securities account No. _____, at _____, under the name of _____;</p> <p>(ii) with reference to the payment of the Cash Portion:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Cash Portion of the Consideration due for the Further Remaining Shares tendered to the Joint Procedure;</p> <p><input type="checkbox"/> allowing to inform the Intermediary Responsible for Coordinating the Collection of Tenders of the Fractional Part due to the undersigned for the exchange with the Issuer's Further Remaining Shares, equal to No. _____ shares of Fnac Darty, paying, directly or indirectly, the Cash Amount of the Fractional Part:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____.</p> <p style="text-align: center;">Or, alternatively,</p> <p><input type="checkbox"/> REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>1. by crediting the bank account no. _____ in the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Full Cash Alternative Consideration due for the Further Remaining Shares tendered within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase.</p>
DECLARE	<p>a) to be aware that the Joint Procedure is being launched exclusively in Italy as the Further Remaining Shares are listed only on Euronext Milan, and it is addressed, without distinction and on equal terms, to all holders of the Issuers' outstanding ordinary shares;</p> <p>b) to be aware that the Joint Procedure has not been and will not be made in or into the United States, Canada, Japan, Australia and in any other jurisdictions where making the Joint Procedure 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 countries, including the United States, Canada, Japan and Australia, the "Excluded Countries"); and</p> <p>c) to (i) have not received and/or sent copies or originals of this Request for Sale, the Offer Document and/or any document or information relating to the Joint Procedure, including the Exemption Document and the Press Releases on the Procedure, from or to the Excluded Countries and to have not otherwise used in connection with the Joint Procedure, directly or indirectly, national or international instruments of communication or commerce of any of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and Internet, and/or any other electronic medium), or any structure of any of the Excluded Countries' financial intermediaries and (ii) be outside of the Excluded Countries at the time of the delivery or execution of this Request for Sale.</p>

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Place _____, Date _____

The requesting shareholder (or is/her representative)

Stamp and signature of the Responsible Intermediary

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Stamp and signature of the Depository Intermediary

REQUEST FOR SALE JOINT PROCEDURE

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To the Responsible Intermediary _____	
I, the undersigned (<i>name or corporate name</i>) _____ born in _____ on _____ tax code/VAT number _____ citizenship/nationality _____ resident in/with registered office at _____ Address _____ postal code _____ owner of No. _____ ordinary shares of the Issuer (the “ Further Remaining Shares ”), without nominal value, with regular dividend entitlement and freely transferable, of which I hereby represent that they are legitimately, exclusively and fully in my property and at my disposal as well as free of liens and encumbrances of any type and nature, whether <i>in rem</i> or personal;	
acknowledged that terms in capital letters not otherwise defined in this request for sale (the “ Request for Sale ”) have the same meaning ascribed to them in the offer document approved by Consob with resolution no. 23231 of 23 August 2024 and published on 24 August 2024 (the “ Offer Document ”), as well as in the press release on the final results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA published by the Offerors on 12 December 2024 and the additional press releases published by the Offerors in connection with the Joint Procedure (the “ Press Releases on the Procedure ”), which are made available to the public, <i>inter alia</i> , on Fnac Darty’s website (www.fnacdarty.com) and on Unieuro’s website (www.unieurospa.com);	
REPRESENT	to be aware of all the conditions, terms and modalities of this Joint Procedure carried out by the Offerors to comply with the Obligation to Purchase under to Art. 108, Par. 1, of the CFA (the “ Obligation to Purchase ”) and to exercise the right of squeeze-out pursuant to Article 111 of the CFA (the “ Right to Squeeze-Out ”), as set out in the Offer Document and in the Press Releases on the Procedure.
REQUEST	irrevocably, pursuant to Article 108, paragraph 1, of the CFA, the Offerors to purchase under the Joint Procedure in fulfilling the Obligation to Purchase the No. _____ Further Remaining Shares that: <input type="checkbox"/> are already deposited with you in the securities account No. _____ under the name of _____; <input type="checkbox"/> will be transferred in the above-mentioned account following settlement by stock exchange; <input type="checkbox"/> will be deposited with you simultaneously with the signing of this Request for Sale; <input type="checkbox"/> will be timely transferred to you/deposited with you by virtue of the mandate expressly accepted at the end of this Request for Sale by the Depository Intermediary of the Further Remaining Shares indicated above.
AUTHORISE	the placing of the Further Remaining Shares indicated above in a temporary account at your bank set up solely for the purpose of this Joint Procedure in relation to the fulfillment of the Obligation to Purchase, where applicable.
AGREE	henceforth with the transfer to the Offerors of the Further Remaining Shares placed into the said temporary account, granting you an irrevocable mandate to perform directly or indirectly in the name and on behalf of the undersigned all the necessary formalities in connection with the transfer of the Further Remaining Shares to the Offerors, against the delivery on the Payment Date of the Joint Procedure of the Consideration of the Offer or, alternatively, the Full Cash Alternative Consideration, as described in the Press Releases on the Procedure and as better specified therein.
DECLARE	– to accept henceforth the cancellation of the transaction in the event that irregularities are found in the data contained in this Request for Sale following the checks and controls performed after the delivery of the Further Remaining Shares; – to be aware that, in consideration of the fact that the Further Remaining Shares are subject to the dematerialization regime provided for by Articles 83- <i>bis</i> et <i>seq.</i> of the CFA, and by the Regulation adopted by CONSOB and Banca d’Italia Resolution of 22 February 2008, as subsequently amended and supplemented, the execution of the Request for Sale also constitutes an irrevocable mandate and instruction given to the Responsible Intermediary (or to the relevant Depository Intermediary with which the Further Remaining Shares are deposited on securities account), to transfer the Further Remaining Shares on deposit with such intermediaries in favor of the Offerors.
ACKNOWLEDGE	1. that the request within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase is irrevocable; 2. that the period for the submission of the Requests for Sale starts at 8:30 a.m., Italian time, on 19 December 2024 and ends at 5:30 p.m., Italian time, on 30 December 2024 (first and last day included), subject to extensions (the “ Period of the Joint Procedure ”); 3. that the Consideration for the Joint Procedure, pursuant to Art. 108, Paragraphs 3 and 5, of the CFA, will be equal to: a. a consideration equal to the Consideration of the Offer, <i>i.e.</i> Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion, for each Further Remaining Share (the “ Consideration ”); or, alternatively, b. only to those shareholders so requesting in this Request for Sale with respect to all Further Remaining Shares that are the subject of the request, a full cash consideration per each Further Remaining Share equal to Euro 11,67208 (the “ Full Cash Alternative Consideration ”), amount determined pursuant to Article 50- <i>ter</i> , Paragraph 1, letter a), of the Issuers’ Regulation as the sum of (x) the weighted average of the official prices of the Fnac Darty shares recorded on Euronext Paris during the five Trading Days prior to the Payment Date of the Reopening of the Tender Period (<i>i.e.</i> 8, 11, 12, 13 and 14 November 2024) multiplied by 0.1 and (y) Euro 9.00 (<i>i.e.</i> the Cash Portion); 4. the choice of the Full Cash Alternative Consideration in lieu of the Consideration is irrevocable and can only be made (i) at the same time as requesting within the Joint Procedure and, therefore, by the submission of this Request for Sale and (ii) with reference to all (and, therefore, not only to a part of the) Further Remaining Shares tendered; therefore, in case the requesting shareholders within the Joint Procedure do not make an express choice, the Consideration will be paid; 5. that, if the result of the assignment of the Share Portion is not a whole number, the requesting shareholders will be entitled to receive the Cash Amount of the Fractional Part and that if a requesting shareholder tenders within the Joint Procedure a number of Further Remaining Shares lower than 10 without requesting the Full Cash Alternative Consideration, such requesting shareholder will be entitled to receive only the Cash Amount of the Fractional Part, as indicated in the Press Releases on the Procedure; 6. that the Consideration for the Joint Procedure will be paid, as indicated in the Press Releases on the Procedure, subject to potential extensions or amendments of the Joint Procedure with the manners and terms made public pursuant to the applicable law, on the fifth Trading Day following the end of the Period of the Joint Procedure (<i>i.e.</i> 8 January 2024). Such payment is subject to the completion of the formalities necessary to transfer the Further Remaining Shares to the Offerors; 7. that the Consideration for the Joint Procedure is intended to be net of any Italian stamp duty, registration tax or financial transaction tax, to the extent due, and of fees, commissions, and expenses, which will be borne by the Offerors, while any income, withholding or substitute tax on capital gains, if due, will be borne by the shareholders requesting within the Joint Procedure; 8. that the shareholders requesting within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase bear the entire risk of the Depository Intermediaries’ failing to deliver the Requests for Sale and failing to deposit the Further Remaining Shares with the Intermediary Responsible for Coordinating the Collection of Tenders by the last valid day of the Period of the Joint Procedure and the risk that the Responsible Intermediaries or the Depository Intermediaries fail to transfer the Consideration or the Cash Amount of the Fractional Part (if any) or the Full Cash Alternative Consideration to those entitled to receive it or delay such transfer.
DELEGATES	irrevocably the Intermediary Responsible for Coordinating the Collection of Tenders, in the case of payment of the Share Portion, to sell on the Euronext Paris regulated market, in the name and on behalf of the undersigned, any Fractional Part he/she would be entitled to, equal to No. _____ shares of Fnac Darty, deriving from the exchange against the Issuer’s Further Remaining Shares pursuant to the Press Releases on the Procedure, paying to the undersigned through this Responsible Intermediary the Cash Amount of the Fractional Part (determined based on the methods set forth under the Press Releases on the Procedure) on the following terms.

AUTHORISE	<p>the Responsible Intermediary, with reference to all (and, therefore, not only to a part of) the Further Remaining Shares tendered within Procedure in relation to the fulfillment of the Obligation to Purchase, to settle, directly or indirectly, the payment of the Consideration for Procedure, as follows:</p> <p><input type="checkbox"/> NOT REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>(i) with reference to the payment of the Share Portion, through the deposit of No. _____ shares of Fnac Darty due to the undersigned based on No. 0.1 shares of Fnac Darty for each Further Remaining Share of the Issuer, through the registration, in dematerialized form, in the securities account No. _____, at _____, under the name of _____;</p> <p>(ii) with reference to the payment of the Cash Portion:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Cash Portion of the Consideration due for the Further Remaining Shares tendered to the Joint Procedure;</p> <p><input type="checkbox"/> allowing to inform the Intermediary Responsible for Coordinating the Collection of Tenders of the Fractional Part due to the undersigned for the exchange with the Issuer's Further Remaining Shares, equal to No. _____ shares of Fnac Darty, paying, directly or indirectly, the Cash Amount of the Fractional Part:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____.</p> <p style="text-align: center;">Or, alternatively,</p> <p><input type="checkbox"/> REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>1. by crediting the bank account no. _____ in the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Full Cash Alternative Consideration due for the Further Remaining Shares tendered within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase.</p>
DECLARE	<p>a) to be aware that the Joint Procedure is being launched exclusively in Italy as the Further Remaining Shares are listed only on Euronext Milan, and it is addressed, without distinction and on equal terms, to all holders of the Issuers' outstanding ordinary shares;</p> <p>b) to be aware that the Joint Procedure has not been and will not be made in or into the United States, Canada, Japan, Australia and in any other jurisdictions where making the Joint Procedure 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 countries, including the United States, Canada, Japan and Australia, the "Excluded Countries"); and</p> <p>c) to (i) have not received and/or sent copies or originals of this Request for Sale, the Offer Document and/or any document or information relating to the Joint Procedure, including the Exemption Document and the Press Releases on the Procedure, from or to the Excluded Countries and to have not otherwise used in connection with the Joint Procedure, directly or indirectly, national or international instruments of communication or commerce of any of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and Internet, and/or any other electronic medium), or any structure of any of the Excluded Countries' financial intermediaries and (ii) be outside of the Excluded Countries at the time of the delivery or execution of this Request for Sale.</p>

Pursuant to article 13 of the General Data Protection Regulation (EU) 2016/679 (the "GDPR"), the shareholders tendering within the Joint Procedure are informed that the personal data provided in this request for sale will be processed, including through the use of information and computer systems, solely for the purposes directly related and instrumental to the Joint Procedure (e.g. collection of the requests for sale, control of their correctness and payment of the consideration), which is the legal basis for processing such data. The provision of personal data is necessary to perform the obligations under this Request for Sale and, therefore, any refusal to provide in whole or in part the said personal data will result in the impossibility to tendering in the Joint Procedure. The personal data will be processed, in their role as separate and independent Data Controllers and solely for the purposes related and instrumental to each of their roles in this transaction, by the Responsible Intermediaries, the Intermediary Responsible for Coordinating the Collection of Tenders, the Offerors, the Depository Intermediaries as well as by the companies appointed by such data controllers to perform functional or supporting activities necessary to the transaction. With reference to the above-mentioned processing, the person providing the data may exercise any right specifically attributed by GDPR under the terms set forth in the privacy section made available on the channels of the Data Controllers. The data will be retained only for the period of time necessary for the pursuit of the aforementioned purposes, after which they will be stored in compliance with the ordinary limitation periods identified by the Italian Civil Code or by specific provisions of law, for administrative purposes and/or to assert or defend a right or a legitimate interest of the holders or of third parties.

Place _____, Date _____

The requesting shareholder (or is/her representative)

Stamp and signature of the Responsible Intermediary

The DEPOSITORY INTERMEDIARY receiving this Request for Sale represents, at the time of presentation by the requesting shareholder (or his/her/its representative) and under its own responsibility:

- a) to be the depository of the abovementioned Further Remaining Shares owned by the requesting shareholder;
- b) to perform the formalities necessary for the transfer of the Further Remaining Shares to this Responsible Intermediary exclusively through Monte Titoli S.p.A., within and no later than the end of the Period for the Submission of the Requests for Sale (as potentially extended).

Stamp and signature of the Depository Intermediary

REQUEST FOR SALE JOINT PROCEDURE

to comply with the obligation to purchase pursuant to Article 108, paragraph 1, of Legislative Decree no. 58 of 24 February 1998 (“CFA”), as amended and supplemented, and exercise the Right to Squeeze-Out (the “**Joint Procedure**”),
launched by Fnac Darty SA (“**Fnac Darty**”) and RUBY Equity Investment S.à r.l. (“**Ruby**”), and together with Fnac Darty, the “**Offerors**”) for 687,633 ordinary shares of Unieuro S.p.A. (the “**Issuer**” or “**Unieuro**”), in addition to up to no. 8,697 ordinary shares of the Issuer possibly granted under the existing stock option plan approved by the Unieuro shareholders’ meeting on 6 February 2017

To the Responsible Intermediary _____	
I, the undersigned (<i>name or corporate name</i>) _____ born in _____ on _____ tax code/VAT number _____ citizenship/nationality _____ resident in/with registered office at _____ Address _____ postal code _____ owner of No. _____ ordinary shares of the Issuer (the “ Further Remaining Shares ”), without nominal value, with regular dividend entitlement and freely transferable, of which I hereby represent that they are legitimately, exclusively and fully in my property and at my disposal as well as free of liens and encumbrances of any type and nature, whether <i>in rem</i> or personal;	
acknowledged that terms in capital letters not otherwise defined in this request for sale (the “ Request for Sale ”) have the same meaning ascribed to them in the offer document approved by Consob with resolution no. 23231 of 23 August 2024 and published on 24 August 2024 (the “ Offer Document ”), as well as in the press release on the final results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA published by the Offerors on 12 December 2024 and the additional press releases published by the Offerors in connection with the Joint Procedure (the “ Press Releases on the Procedure ”), which are made available to the public, <i>inter alia</i> , on Fnac Darty’s website (www.fnacdarty.com) and on Unieuro’s website (www.unieurospa.com);	
REPRESENT	to be aware of all the conditions, terms and modalities of this Joint Procedure carried out by the Offerors to comply with the Obligation to Purchase under to Art. 108, Par. 1, of the CFA (the “ Obligation to Purchase ”) and to exercise the right of squeeze-out pursuant to Article 111 of the CFA (the “ Right to Squeeze-Out ”), as set out in the Offer Document and in the Press Releases on the Procedure.
REQUEST	irrevocably, pursuant to Article 108, paragraph 1, of the CFA, the Offerors to purchase under the Joint Procedure in fulfilling the Obligation to Purchase the No. _____ Further Remaining Shares that: <input type="checkbox"/> are already deposited with you in the securities account No. _____ under the name of _____; <input type="checkbox"/> will be transferred in the above-mentioned account following settlement by stock exchange; <input type="checkbox"/> will be deposited with you simultaneously with the signing of this Request for Sale; <input type="checkbox"/> will be timely transferred to you/deposited with you by virtue of the mandate expressly accepted at the end of this Request for Sale by the Depository Intermediary of the Further Remaining Shares indicated above.
AUTHORISE	the placing of the Further Remaining Shares indicated above in a temporary account at your bank set up solely for the purpose of this Joint Procedure in relation to the fulfillment of the Obligation to Purchase, where applicable.
AGREE	henceforth with the transfer to the Offerors of the Further Remaining Shares placed into the said temporary account, granting you an irrevocable mandate to perform directly or indirectly in the name and on behalf of the undersigned all the necessary formalities in connection with the transfer of the Further Remaining Shares to the Offerors, against the delivery on the Payment Date of the Joint Procedure of the Consideration of the Offer or, alternatively, the Full Cash Alternative Consideration, as described in the Press Releases on the Procedure and as better specified therein.
DECLARE	– to accept henceforth the cancellation of the transaction in the event that irregularities are found in the data contained in this Request for Sale following the checks and controls performed after the delivery of the Further Remaining Shares; – to be aware that, in consideration of the fact that the Further Remaining Shares are subject to the dematerialization regime provided for by Articles 83- <i>bis</i> et <i>seq.</i> of the CFA, and by the Regulation adopted by CONSOB and Banca d’Italia Resolution of 22 February 2008, as subsequently amended and supplemented, the execution of the Request for Sale also constitutes an irrevocable mandate and instruction given to the Responsible Intermediary (or to the relevant Depository Intermediary with which the Further Remaining Shares are deposited on securities account), to transfer the Further Remaining Shares on deposit with such intermediaries in favor of the Offerors.
ACKNOWLEDGE	1. that the request within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase is irrevocable; 2. that the period for the submission of the Requests for Sale starts at 8:30 a.m., Italian time, on 19 December 2024 and ends at 5:30 p.m., Italian time, on 30 December 2024 (first and last day included), subject to extensions (the “ Period of the Joint Procedure ”); 3. that the Consideration for the Joint Procedure, pursuant to Art. 108, Paragraphs 3 and 5, of the CFA, will be equal to: a. a consideration equal to the Consideration of the Offer, <i>i.e.</i> Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion, for each Further Remaining Share (the “ Consideration ”); or, alternatively, b. only to those shareholders so requesting in this Request for Sale with respect to all Further Remaining Shares that are the subject of the request, a full cash consideration per each Further Remaining Share equal to Euro 11,67208 (the “ Full Cash Alternative Consideration ”), amount determined pursuant to Article 50- <i>ter</i> , Paragraph 1, letter a), of the Issuers’ Regulation as the sum of (x) the weighted average of the official prices of the Fnac Darty shares recorded on Euronext Paris during the five Trading Days prior to the Payment Date of the Reopening of the Tender Period (<i>i.e.</i> 8, 11, 12, 13 and 14 November 2024) multiplied by 0.1 and (y) Euro 9.00 (<i>i.e.</i> the Cash Portion); 4. the choice of the Full Cash Alternative Consideration in lieu of the Consideration is irrevocable and can only be made (i) at the same time as requesting within the Joint Procedure and, therefore, by the submission of this Request for Sale and (ii) with reference to all (and, therefore, not only to a part of the) Further Remaining Shares tendered; therefore, in case the requesting shareholders within the Joint Procedure do not make an express choice, the Consideration will be paid; 5. that, if the result of the assignment of the Share Portion is not a whole number, the requesting shareholders will be entitled to receive the Cash Amount of the Fractional Part and that if a requesting shareholder tenders within the Joint Procedure a number of Further Remaining Shares lower than 10 without requesting the Full Cash Alternative Consideration, such requesting shareholder will be entitled to receive only the Cash Amount of the Fractional Part, as indicated in the Press Releases on the Procedure; 6. that the Consideration for the Joint Procedure will be paid, as indicated in the Press Releases on the Procedure, subject to potential extensions or amendments of the Joint Procedure with the manners and terms made public pursuant to the applicable law, on the fifth Trading Day following the end of the Period of the Joint Procedure (<i>i.e.</i> 8 January 2024). Such payment is subject to the completion of the formalities necessary to transfer the Further Remaining Shares to the Offerors; 7. that the Consideration for the Joint Procedure is intended to be net of any Italian stamp duty, registration tax or financial transaction tax, to the extent due, and of fees, commissions, and expenses, which will be borne by the Offerors, while any income, withholding or substitute tax on capital gains, if due, will be borne by the shareholders requesting within the Joint Procedure; 8. that the shareholders requesting within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase bear the entire risk of the Depository Intermediaries’ failing to deliver the Requests for Sale and failing to deposit the Further Remaining Shares with the Intermediary Responsible for Coordinating the Collection of Tenders by the last valid day of the Period of the Joint Procedure and the risk that the Responsible Intermediaries or the Depository Intermediaries fail to transfer the Consideration or the Cash Amount of the Fractional Part (if any) or the Full Cash Alternative Consideration to those entitled to receive it or delay such transfer.
DELEGATES	irrevocably the Intermediary Responsible for Coordinating the Collection of Tenders, in the case of payment of the Share Portion, to sell on the Euronext Paris regulated market, in the name and on behalf of the undersigned, any Fractional Part he/she would be entitled to, equal to No. _____ shares of Fnac Darty, deriving from the exchange against the Issuer’s Further Remaining Shares pursuant to the Press Releases on the Procedure, paying to the undersigned through this Responsible Intermediary the Cash Amount of the Fractional Part (determined based on the methods set forth under the Press Releases on the Procedure) on the following terms.

AUTHORISE	<p>the Responsible Intermediary, with reference to all (and, therefore, not only to a part of) the Further Remaining Shares tendered within Procedure in relation to the fulfillment of the Obligation to Purchase, to settle, directly or indirectly, the payment of the Consideration for Procedure, as follows:</p> <p><input type="checkbox"/> NOT REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>(i) with reference to the payment of the Share Portion, through the deposit of No. _____ shares of Fnac Darty due to the undersigned based on No. 0.1 shares of Fnac Darty for each Further Remaining Share of the Issuer, through the registration, in dematerialized form, in the securities account No. _____, at _____ under the name of _____;</p> <p>(ii) with reference to the payment of the Cash Portion:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Cash Portion of the Consideration due for the Further Remaining Shares tendered to the Joint Procedure;</p> <p><input type="checkbox"/> allowing to inform the Intermediary Responsible for Coordinating the Collection of Tenders of the Fractional Part due to the undersigned for the exchange with the Issuer's Further Remaining Shares, equal to No. _____ shares of Fnac Darty, paying, directly or indirectly, the Cash Amount of the Fractional Part:</p> <p>1. through transfer on the bank account No. _____ under the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____.</p> <p style="text-align: center;">Or, alternatively,</p> <p><input type="checkbox"/> REQUESTING THE FULL CASH ALTERNATIVE CONSIDERATION</p> <p>1. by crediting the bank account no. _____ in the name of _____, at _____, IBAN _____; or</p> <p>2. by means of a non-transferable check in the name of _____ to be sent to _____, for the amount of Euro _____ representing the total Full Cash Alternative Consideration due for the Further Remaining Shares tendered within the Joint Procedure in relation to the fulfillment of the Obligation to Purchase.</p>
DECLARE	<p>a) to be aware that the Joint Procedure is being launched exclusively in Italy as the Further Remaining Shares are listed only on Euronext Milan, and it is addressed, without distinction and on equal terms, to all holders of the Issuers' outstanding ordinary shares;</p> <p>b) to be aware that the Joint Procedure has not been and will not be made in or into the United States, Canada, Japan, Australia and in any other jurisdictions where making the Joint Procedure 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 countries, including the United States, Canada, Japan and Australia, the "Excluded Countries"); and</p> <p>c) to (i) have not received and/or sent copies or originals of this Request for Sale, the Offer Document and/or any document or information relating to the Joint Procedure, including the Exemption Document and the Press Releases on the Procedure, from or to the Excluded Countries and to have not otherwise used in connection with the Joint Procedure, directly or indirectly, national or international instruments of communication or commerce of any of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and Internet, and/or any other electronic medium), or any structure of any of the Excluded Countries' financial intermediaries and (ii) be outside of the Excluded Countries at the time of the delivery or execution of this Request for Sale.</p>

Pursuant to article 13 of the General Data Protection Regulation (EU) 2016/679 (the "GDPR"), the shareholders tendering within the Joint Procedure are informed that the personal data provided in this request for sale will be processed, including through the use of information and computer systems, solely for the purposes directly related and instrumental to the Joint Procedure (e.g. collection of the requests for sale, control of their correctness and payment of the consideration), which is the legal basis for processing such data. The provision of personal data is necessary to perform the obligations under this Request for Sale and, therefore, any refusal to provide in whole or in part the said personal data will result in the impossibility to tendering in the Joint Procedure. The personal data will be processed, in their role as separate and independent Data Controllers and solely for the purposes related and instrumental to each of their roles in this transaction, by the Responsible Intermediaries, the Intermediary Responsible for Coordinating the Collection of Tenders, the Offerors, the Depository Intermediaries as well as by the companies appointed by such data controllers to perform functional or supporting activities necessary to the transaction. With reference to the above-mentioned processing, the person providing the data may exercise any right specifically attributed by GDPR under the terms set forth in the privacy section made available on the channels of the Data Controllers. The data will be retained only for the period of time necessary for the pursuit of the aforementioned purposes, after which they will be stored in compliance with the ordinary limitation periods identified by the Italian Civil Code or by specific provisions of law, for administrative purposes and/or to assert or defend a right or a legitimate interest of the holders or of third parties.

Place _____, Date _____

The requesting shareholder (or is/her representative)

Stamp and signature of the Responsible Intermediary

The DEPOSITORY INTERMEDIARY receiving this Request for Sale represents, at the time of presentation by the requesting shareholder (or his/her/its representative) and under its own responsibility:

- a) to be the depository of the abovementioned Further Remaining Shares owned by the requesting shareholder;
- b) to perform the formalities necessary for the transfer of the Further Remaining Shares to this Responsible Intermediary exclusively through Monte Titoli S.p.A., within and no later than the end of the Period for the Submission of the Requests for Sale (as potentially extended).

Stamp and signature of the Depository Intermediary

Fine Comunicato n.1944-117-2024

Numero di Pagine: 10