



*Unieuro S.p.A. registered office in forlì, giovanni schiaparelli, no. 31  
share capital euro 4,000,000 fully paid  
tax identification number and number of  
registration in the business register of forlì-cesena 00876320409.*

## NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The persons entitled to attend and exercise their voting rights are convened to attend the Ordinary and the Extraordinary Shareholders' Meeting, to be held on December 17, 2020, at 3:00 PM, in its first and only call, in Forlì - Via Mentana, 4, C/O Studio Maltoni e Scozzoli, to discuss and resolve on the following:

### AGENDA

#### Ordinary Shareholders' Meeting:

1. Resolutions on the Company's remuneration policy referred to in the first section of the report pursuant to art. 123-ter, paragraph 3-bis of Legislative Decree 24 February 1998 No. 58.
2. Submission for approval of plan granting rights to be allocated ordinary shares of Unieuro S.p.A. on a gratuitous basis such plan entitled the "2020-2025 Performance Shares Plan" reserved for employees and/or directors of Unieuro S.p.A. and/or the other companies belonging to the group of which Unieuro is parent company; inherent and consequent resolutions.
3. Authorization for the purchase and disposal of treasury shares; inherent and consequent resolutions.

#### Extraordinary Shareholders' Meeting:

1. Proposal that the Board of Directors be authorised pursuant to art. 2443 Italian Civil Code and for a period of five years to run from the date of the relative resolution, to make one or more share capital increases on a gratuitous basis, pursuant to art. 2349 Italian Civil Code, up to a maximum of Euro 180,000 to be allocated in full to capital, such capital increase through issuance of a maximum of 900,000 ordinary shares having no express indication of par value and earmarked for the beneficiaries of the plan entitled the "2020-

2025 Performance Shares Plan” giving rise to the grant of rights to receive Unieuro S.p.A. ordinary shares on a gratuitous basis; consequent amendment to Article 6 of the current Articles of Association.

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In order to minimize health risks deriving from current pandemic emergency, also in light of the extension of the state of emergency declared by Decree Law no. 125 of 7 October 2020, the Company has decided that all those entitled to attend, **can participate to the Meeting by means of the Company’s designated representative** -, only, i.e. Società per Amministrazioni Fiduciarie, Spafid S.p.A., Milan (“**Spafid**” or “**Appointed Representative**”), as per Section 106 par. 4 of Law Decree n. 18, dated March 17, 2020, re. “Measures for strengthening the National Health System, and economic support for families, workers, and companies, as a result of COVID-19 pandemic (“**Decree**”), pursuant to Section 135 undecies of Legislative Decree n. 98, dated February 24, 1998 (“**TUF**”).

The Directors, the Statutory Auditors, the Appointed Representative and all those entitled to attend, other than those to whom the voting rights pertain, may attend the meeting also via telecommunication means, which shall be communicated by the Company in due course, as long as their identity may be clearly ascertained. The Chairman and the Secretary of the Meeting/Notary Public are entitled to sit in different venues.

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## INFORMATION ON REGISTERED CAPITAL AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up registered capital is 4,000,000.00 EUR, represented by 20,000,000.00 ordinary shares without par value, there not existing other categories of shares, than ordinary shares. Each share grants the right to one vote, both in the Shareholders’ Meetings and in the Extraordinary Shareholders’ Meeting of the Company.

The information on share capital can be found at website: “*Unieurospa.com / Corporate Governance / Shareholders’ Meeting / Shareholders’ Meeting December 2020*”.

## ATTENDANCE RIGHT AT THE SHAREHOLDERS’ MEETING

Pursuant to Article 83-sexies of TUF and Article 11 of the By-laws, the right to attend the Shareholders’ Meeting (which may take place by means of the Appointed Representative, only) is subject to the receipt by the Company of a notice to be requested by the would-be attendee, and issued by an intermediary authorized in accordance with applicable legislation, certifying ownership of the shares on the basis of its accounting records as of the end of the accounting day corresponding to the seventh market day prior to the date of the Shareholders’ Meeting in single call (i.e. **December 8, 2020**, so called “record date”). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the shareholders meeting. Those who turn out to hold the shares only after the record date, shall not be entitled to attend or vote, nor to grant delegation of power of the Appointed Representative.

The intermediary's communication must reach the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting and, therefore, by **December 14, 2020**. In case of communications delivered after the above deadline, the persons to which such communications pertain are, notwithstanding, entitled to attend and vote, provided that the communication reach the company, before the shareholders' meeting commences, in accordance with the terms and conditions prescribed above.

Casting votes by correspondence or electronic means is not permitted.

## REPRESENTATION AT THE SHAREHOLDERS' MEETING

As per Section 106 of the Decree, **all those entitled to attend, may do so only by granting a proxy to the Appointed Representative. The proxy may be issued, free of charge (save for delivery expenses), with instructions on voting on all or some resolutions on the agenda.**

The proxy form must contain voting instructions on all or some of the proposals on the agenda and has effect only for proposals in relation to which voting instructions are given. Spafid may not be granted proxies except as Appointed Representative of the Company.

The proxy form must be granted by submitting the form available at the company's registered office and website: "*Unieurospa.com / Corporate Governance / Shareholders' Meeting / Shareholders' Meeting December 2020*". The form should be completed in adherence to the instructions contained therein.

The proxy must be submitted, in original, to the Appointed Representative, along with voting instructions, before the end of the day corresponding to the second market day prior to the date of the Shareholders' Meeting in single call (i.e. **December 15, 2020**) in electronic form to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) - Ref. Proxy "Shareholders' Meeting Unieuro December 2020". The proxy may also be delivered to following address: Spafid S.p.A. - Foro Buonaparte 10, 20121 Milan, Italy, with return receipt letter or sent via courier. Sending to the aforementioned certified e-mail address of the delegation, signed with digital signature in accordance with current legislation, meets the requirements of written form, as provided for by applicable laws.

The proxy and voting instructions may be revoked until the end of the second market business day before the scheduled date of the meeting (i.e. **December 15, 2020**).

It should be noted that the shares for which a delegation exists, even if partial, are calculated for the purpose of the regular constitution of the Shareholders' Meeting; in relation to proposals for which no voting instructions have been issued, the shares are not calculated for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

The Company also clarifies that, pursuant to the aforementioned Decree, the Appointed Representative may also be granted proxies or sub-proxies pursuant to article 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4 of TUF.

Hence, those who do not intend to avail themselves of the faculty set forth by Sec. 135-undecies of TUF, may alternatively intervene by conferring, on the same Appointed Representative, a delegation or sub-delegation pursuant to art. 135-novies of the TUF, containing voting instructions on all or some of the proposals on the agenda, by using the proxy / subdelegation form, available on the Company's website (at the address "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting December 2020*").

Proxies / sub-delegations, pursuant to to Section 135-novies of TUF, must be notified to the Appointed Representative and the Company, according to the procedures indicated in the proxy form posted on the Company's website, by sending a certified email to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). In order to allow the Company and the Appointed Representative to receive and verify the proxies and / or sub-delegations in advance of the start of the meeting, it is recommended that proxies and / or subdelegations be sent by 12PM of December 15, 2020.

For any clarifications regarding the granting of the proxy to the Appointed Representative (and in particular regarding the filling in of the proxy form and the voting instructions and their transmission), it is possible to contact Spafid via e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at following telephone number (+39) 0280687331 and 0280687319 (on office days, from 9:00AM to 5:00PM).

### **ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS (AS PER SECTION 126-BIS PAR. 1 OF TUF, FIRST SENTENCE)**

Pursuant to Article 126-bis of TUF, shareholders who individually or jointly represent at least one-fortieth of registered capital can request, within ten days from the publication of this notice (i.e. **November 26, 2020**), additions to the list of items to be discussed, indicating in their requests the additional proposed items, or submit draft resolutions on items already on the agenda in this notice of call.

Shareholders for whom the company has received a specific notice from an intermediary, authorized in accordance with applicable legislation, are entitled to request the addition of items to the agenda or to submit new draft resolutions.

Within the above-mentioned term of ten days, proposing shareholders must submit a report stating the reasons for the draft resolutions on the new items that they propose to be discussed or the reasons for the additional draft resolutions submitted on the items already on the agenda. Additions to the agenda are not permitted for items on which, by law, the Shareholders' Meeting must adopt resolutions based on a proposal of the directors or on a plan or report prepared by them, other than those provided for by Section 125-ter par. 1 of TUF.

Requests to add items to the agenda and additional draft resolutions must be submitted in writing and delivered to the company by registered mail addressed to the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì, for the attention of Mr. Filippo Fonzi, Legal Director, or by electronic notice to the certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com). Please use following captions: "Additions to Meeting Agenda as per Section 126-bis par.1, first sentence, of TUF or Draft Proposals as per Section 126-bis par.1, first sentence, of TUF. Such requests must be accompanied by information regarding the shareholders' identity (including, phone number, if available), aggregate percentage of the share capital held by the same shareholders, and reference details of the intermediary's notice, as per the applicable legislation.

The company will give notice of any items added to the agenda or the submission of additional draft resolutions with the same methods used for the publication of this notice, at least fifteen days before the scheduled date of the meeting. Concomitantly, the Company shall publish, in accordance with section 125-ter of TUF, new draft resolutions and the relevant reports issued by the proposing shareholders, along with the Company's Board of Directors' comments thereon, if any. It is, however, understood that, without prejudice to the applicable provisions of law and of the Articles of Association, each person entitled to vote, has the right to individually propose, during the Shareholders' Meeting, the adoption of new resolutions on the items already included in the Shareholders' Meeting Agenda.

## **PRESENTATION OF NEWLY PROPOSED RESOLUTIONS, BY THOSE WHO ARE ENTITLED TO VOTE (SECTION 126-BIS PAR. 1, SECOND LAST SENTENCE OF TUF).**

Since participation in the Shareholders' Meeting is allowed only through the Appointed Representative, for the purposes of this Shareholders' Meeting only, it is expected that those who have the right to vote can individually submit to the Company resolution proposals on the items on the agenda - pursuant to art. 126-bis, paragraph 1, penultimate period, of the TUF - by **December 2, 2020**.

Shareholders for whom the company has received a specific notice from an intermediary, authorized in accordance with applicable legislation, only are entitled to submit proposal for new resolutions.

The aforementioned proposals, formulated in a clear and accurate way, must be submitted in writing, indicating as reference "Resolution proposals pursuant to art. 126-bis, paragraph 1, penultimate period, TUF ", along with the item of the agenda to which the proposal pertains, a draft text of the resolution, as well as with the information that allows the identification of the subject who proceeds to present them, including - where possible - a telephone number. Such proposal shall be sent to Unieuro S.p.A. within the aforementioned term by sending them via e-mail or certified e-mail to the certified e-mail address [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com).

The proposed resolutions received by the Company will be published on the Company's website at "[Unieurospa.com](http://Unieurospa.com) / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting December 2020" by **December 3, 2020**, so that the holders of voting rights can view them, for the purpose of conferring proxies and / or subdelegations, with relative voting instructions, to the Appointed Representative.

For the purposes of the foregoing and for the proper conduct of the meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, the completeness of the same and their compliance with the applicable legislation, as well as the right to present them, of the proposers.

In the event of proposals for resolutions, which are alternative to those made by the Board of Directors, the Board's proposal shall be put to vote first (unless it is withdrawn) and, only if this proposal is rejected, will the shareholders' proposals be put to the vote. In the absence of an alternative proposal from the Board of Directors, proposals presented by the shareholders who represent the largest percentage of the share capital shall be put to vote first. Only in the event that the proposal put to vote is rejected, shall the next proposal, in terms of share capital represented, be put to the vote.

## **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Pursuant to Article 127-ter of TUF, persons entitled to vote in the meeting can ask questions before the meeting on items on the agenda, provided that the company has received a specific notice from an intermediary authorized in accordance with applicable legislation.

Questions must be submitted to the Company in writing, by electronic notice to the certified email address: [amministrazione@pec.unieuro.com](mailto:amministrazione@pec.unieuro.com). Questions must be received seven market days prior to the Meeting, that is, **December 8, 2020**.

Please expressly indicate the item on the agenda to which the individual questions refer. The Company will not consider requests received that are not strictly pertinent to the matters on the agenda of the Shareholders' Meeting.

In order to allow those entitled to vote to cast their vote through the Appointed Representative also taking into account the feedback provided by the Company to the requests received before the Shareholders Meeting within the aforementioned term, to the questions received, before the Shareholders' Meeting an answer will be given, by publication on the Company's website at "*Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting December 2020*", by **December 14, 2020**. The company reserves the right to issue a single response to questions regarding the same item.

Pursuant to Article 127-ter of TUF, no response will be given, either before or during the meeting, to questions asked before the meeting, if the information requested is already available in "question and answer" form in the specific section of the company's website- if any, or if otherwise posted on the Company's website.

### **REMUNERATION POLICY REFERRED TO IN THE FIRST SECTION OF THE REPORT ON REMUNERATION POLICY AND REMUNERATIONS PAID.**

It should be noted that the Shareholders' Meeting, pursuant to Section 123-ter TUF - as amended by Legislative Decree no. 49/2019 - is called to resolve, with a binding vote, upon the first section of the Report on the remuneration policy and the remunerations paid, which illustrates the policy of Unieuro S.p.A. regarding the remuneration of the members of the Board of Directors and the Board of Statutory Auditors and of the Executives with Strategic Responsibilities, as well as the procedures used for the adoption and the implementation of such policy.

In this regard, it should be noted that this resolution is necessary, pursuant to art. 123-ter, paragraph 3bis of TUF, for the approval of the proposals for integrations and amendments to the remuneration policy approved last June 12 by the Shareholders' Meeting of the Company, related (and consequent) to, mainly, the "2020-2025 Performance Shares Plan" on which the Shareholders' Meeting convened with this notice is also called to resolve upon.

The remuneration policy referred to in the first section of the Report on remuneration policy and remuneration paid will be, therefore, submitted to the Shareholders' Meeting for the approval of the proposals for integration and modification thereto (which, for the sake of greater clarity, will be graphically showed) aimed at (i) including the 2020-2025 Performance Shares Plan among the variable components of the remuneration of Executive Directors and Executives with Strategic Responsibilities of the Company and (ii) consequently redefining the pay-mix of the relevant remuneration package.

In addition, the remuneration policy will acknowledge the establishment within the Board of Directors of Unieuro of the so-called Sustainability Committee with consultative and proposing functions in favor of the Board with regard to social and environmental sustainability issues, as well as the remuneration of its members.

It is also pointed out that the second section of the Report on remuneration policy and remunerations paid - which provides for the representation of the remuneration of Directors, Statutory Auditors and Executives with Strategic Responsibilities of the Company relating to the financial year ended as at 29 February 2020 - will not be submitted to the upcoming Shareholders' Meeting, given that this section has not been subject to any variation with respect to the one which received, in accordance with the provisions of paragraph 6 of art. 123-ter TUF, the favorable opinion of the Shareholders' Meeting held on 12 June 2020.

## DOCUMENTATION

The documentation relating to the Shareholders' meeting, including the explanatory reports drawn up by the Board of Directors and the proposals for resolution on the items on the agenda, will be made available to the public under the terms and conditions set out in applicable legislation. Shareholders and those entitled to vote may also obtain a copy.

Said documentation will be made available at the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì (on weekdays, from Monday to Friday, from 08:30 to 18:30 (CET)), and at: "Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting December 2020" and on the storage mechanism "eMarket STORAGE" at website [www.emarketstorage.com](http://www.emarketstorage.com).

This notice of call is published in its entirety, in accordance with the provisions of Article 125-bis of TUF, and Article 84 of the Issuers' Regulations, on the company's website at: "Unieurospa.com / Corporate Governance / Shareholders' Meetings / Shareholders' Meeting December 2020"; and, in abridged form, on the daily newspaper "QN- Quotidiano Nazionale".

The Company reserves the right supplement or modify the content of this notice if, prior to the Shareholders' Meeting, provisions contained in Section 106 of the Law Decree 17 March 2020, n. 18 are amended or further measures are issued by the competent Authorities in the face of the Covid-19 health emergency, as long as such measures are relevant for the purposes of the meeting proceedings.

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Forlì, November 16, 2020

*For the Board of Directors  
The Chairman  
(Stefano Meloni)*