



UNIEURO S.P.A.  
REGISTERED OFFICE IN FORLÌ, VIA 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 GENERAL SHAREHOLDERS' MEETING**

The persons entitled to attend and exercise their voting rights are convened to attend an Ordinary General Shareholders' Meeting to be held on 20<sup>th</sup> June 2017, at 2:30 p.m., in its first and only call, in Milan – Via Agnello, 12, at the premises of NCTM law firm, to discuss and resolve on the following:

### **AGENDA**

- 1. Approval of the Financial Statements as at 28<sup>th</sup> February 2017, along with the Board of Directors' Report on management, the Statutory Auditors' Report and the Independent Auditors' Report.**
- 2. Allocation of FY 2017 net income, and dividend distribution to Shareholders. Related and consequent resolutions.**
- 3. Remuneration Report pursuant to Section 123-ter of Legislative Decree No. 58 dated February 24 1998, and Article 84-quater of CONSOB Resolution No. 11971/1999. Resolutions on the Company's remuneration policies as established in the First Section of the same Remuneration Report.**

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

The paid-up registered capital is 4,000,000.00 EUR, represented by 20,000,000.00 ordinary shares without par value. 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 in the Section <http://unieurocorporate.it/en/corporate-governance-2/shareholders/>, on the company's website at the address [www.unieurocorporate.it](http://www.unieurocorporate.it)

### **ATTENDANCE RIGHT AT THE SHAREHOLDERS' MEETING**

Pursuant to Article 83-sexies of Legislative Decree no. 58/98 and Article 11 of the By-laws, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a notice issued by an intermediary authorised 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. 9<sup>th</sup> June 2017). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the General meeting.



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 15<sup>th</sup> June 2017. 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.

The participation at the Meeting is governed by the laws and regulations on the subject, and by the provisions contained in the Articles of Association and the General Meeting Regulations, available on the Company's website in the section "Corporate Governance"- [http://unieurocorporate.it/en/\\_corporate-governance-2/shareholders-meetings/](http://unieurocorporate.it/en/_corporate-governance-2/shareholders-meetings/).

## **REPRESENTATION AT THE SHAREHOLDERS' MEETING**

### Ordinary Proxy

Those entitled to vote can opt to be represented at the meeting by a proxy granted in writing pursuant to applicable legislation or by a document signed in electronic form pursuant to Article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005. To this end, shareholders can use the proxy form available at the company's registered office and on the website [www.unieurocorporate.it](http://www.unieurocorporate.it), in the section "Corporate Governance"- [http://unieurocorporate.it/en/\\_corporate-governance-2/shareholders-meetings/](http://unieurocorporate.it/en/_corporate-governance-2/shareholders-meetings/).

Proxy forms may be submitted by registered mail to the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì, for the attention of Mr. Filippo Fonzi, Legal Department, by fax to + 39 +39 0543 752593 or by electronic notice to the certified email address: [amministrazione@pec.sgmistribuzione.it](mailto:amministrazione@pec.sgmistribuzione.it).

If the representative delivers or forwards a copy of the proxy form to the company on an electronic or other medium, the representative must certify, assuming personal responsibility, that it is a true copy of the original proxy form and confirm the principal's identity.

### 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, to Società per Amministrazioni Fiduciarie Spafid S.p.A. - Foro Buonaparte 10, Milan - as the company's designated representative pursuant to Article 135-undecies of Legislative Decree no. 58/98, and Article 11 of Bylaw.

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 delegated powers except as a designated Representative of the Company.

The proxy form must be granted by submitting the form available at the company's registered office and website [www.unieurocorporate.it](http://www.unieurocorporate.it), in the section "Corporate Governance"- [http://unieurocorporate.it/en/\\_corporate-governance-2/shareholders-meetings/](http://unieurocorporate.it/en/_corporate-governance-2/shareholders-meetings/).



The proxy must be delivered to the Appointed Representative, in original, within the end of the accounting day corresponding to the second market day prior to the date of the Shareholders' Meeting in single call (i.e. **16<sup>th</sup> June 2017**) to following address: Spafid S.p.A. - Foro Buonaparte 10, 20121 Milan, Italy – Ref. Proxy "AGM Unieuro 2017", with delivery by hand during office hours (from 9.00 a.m. to 5.00 p.m.) or recorded delivery or sent via courier. Without prejudice to the requirement to send the original proxy form, it may also be submitted in electronic form to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). Sending to the aforementioned certified e-mail address of the delegation, signed with digital signature in accordance with current legislation, meets the requirement of written form.

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. 16<sup>th</sup> June 2017).

It should be noted that the shares for which a delegation exists, 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.

#### **ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS**

Pursuant to Article 126-bis of Legislative Decree No. 58/98, shareholders who individually or jointly represent at least one-fortieth of registered capital can request, within ten days from the publication of this notice, the addition 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, authorised 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 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 General Meeting must adopt resolutions based on a proposal of the directors or on a plan or report prepared by them.

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 Department, by fax to + 39 +39 0543 752593 or by electronic notice to the certified email address: [amministrazione@pec.sgmistribuzione.it](mailto:amministrazione@pec.sgmistribuzione.it).

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 General meeting.

#### **RIGHT TO ASK QUESTIONS BEFORE THE GENERAL MEETING**



Pursuant to Article 127-ter of Legislative Decree no. 58/98, 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 authorised in accordance with applicable legislation. Questions must be submitted to the company in writing, by registered letter to the company's registered office at Via Giovanni Schiaparelli, 31, 47122 Forlì, of Mr. Filippo Fonzi, Legal Department, by fax to + 39 +39 0543 752593 or by electronic notice to the certified email address: [amministrazione@pec.sgmdistribuzione.it](mailto:amministrazione@pec.sgmdistribuzione.it). Questions must be received by the company by 17<sup>th</sup> June 2017.

The company reserves the right to issue a single response to questions regarding the same item. Answers to questions received before the meeting will be given during the Meeting at the latest.

Pursuant to Article 127-ter of Legislative Decree no. 58/98, 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.

Moreover, answers given in print form and made available to all entitled to vote at the beginning of the meeting will be regarded as provided during the meeting.

## **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.

The 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 a.m. to 6:30 p.m. (CET)), and on the company's website at the address [www.unieurocorporate.it](http://www.unieurocorporate.it), in the section "Corporate Governance"- [http://unieurocorporate.it/en/\\_corporate-governance-2/shareholders-meetings/](http://unieurocorporate.it/en/_corporate-governance-2/shareholders-meetings/) and on the storage mechanism "eMarket STORAGE" at website [www.emarketstorage.com](http://www.emarketstorage.com).

This notice of call is published in full, in accordance with the provisions of Article 125-bis of of Legislative Decree no. 58/98, and Article 84 of the Issuers' Regulations, on the company's website in the section "Corporate Governance"- [http://unieurocorporate.it/en/\\_corporate-governance-2/shareholders-meetings/](http://unieurocorporate.it/en/_corporate-governance-2/shareholders-meetings/) and, in abridged form, on the daily newspaper "MF- Milano Finanza".

Forlì, May 19 2017

For the Board of Directors

The Chairman

(Bernd Erich Beetz)