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Utenza - Referente : UNIEURON04 - La Rana

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Oggetto : Authorization from the European Commission
to notify the transaction - Waiver of the
authorization condition related to the Antitrust
process

Testo del comunicato

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

FNAC DARTY

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

Ivry-sur-Seine, France — October 24, 2024, 7:40 p.m. CEST

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AUTHORIZATION FROM THE EUROPEAN COMMISSION TO NOTIFY THE TRANSACTION

WAIVER OF THE AUTHORIZATION CONDITION RELATED TO THE ANTITRUST PROCESS

SIGNIFICANT PART OF THE CAPITAL TENDERED TO DATE

- **Authorization to officially notify the transaction received from European Commission on 24 October 2024 following pre-notification phase**
- **Shares tendered to date, cumulated to the stake already owned by Fnac Darty, would represent more than 41%¹ of Unieuro's share capital**
- **It is reminded that the tender period will close on 25 October 2024 at 5:30pm**

Enrique Martinez, Chief Executive Officer of Fnac Darty, stated: « The shares tendered, cumulated to our existing stake, represent today more than 41% of Unieuro's share capital, of which more than 25% tendered on this sole day. Shareholders have until tomorrow, October 25, at 5:30 pm to tender their shares, the last day being generally very dynamic. Besides, we are pleased to welcome the authorization from the European Commission to officially notify our acquisition project of Unieuro. With the waiver of the antitrust condition and the tendering observed to date, a significant step is taken tonight towards the success of the offer. »

NOTICE PURSUANT TO ARTICLE 36 OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION").

Reference is made to the voluntary public tender and exchange offer (the "Offer") pursuant to Articles 102 and 106, paragraph 4, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently integrated and amended (the "CFA"), launched by Fnac Darty SA ("Fnac Darty") and RUBY Equity Investment S.à r.l. ("Ruby" and together with Fnac Darty, the "Offerors") for all of the ordinary shares of Unieuro S.p.A. ("Unieuro" or the "Issuer") not already held by the Offerors, including the treasury shares directly or indirectly held, from time to time, by Unieuro.

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

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob with resolution no. 23231 of 23 August, 2024, and published on

¹ Based on results made available by the intermediary responsible for coordinating the collection of tenders

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August 24, 2024 (the "Offer Document") among others, on the website of Unieuro (www.unieurospa.com) and on the website of Fnac Darty (www.fnacdarty.com).

CONDITIONS PRECEDENT. WAIVER OF THE AUTHORIZATION CONDITION

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

In this respect, it should be noted that today, availing of the relevant option provided for in the Offer Document, the Offerors have agreed to waive the Authorization Condition. In this respect, the Offerors hereby announce that the European Commission has authorized the Offerors to formally notify the transaction following a pre-notification phase which started on 9 August 2024.

It is specified that no competition concerns have been identified by the end of the pre-notification phase. It is therefore unlikely that competition concerns - such that the Transaction would not be authorized or would be authorized subject to corrective measures - would be identified during the formal review of the Transaction by the European Commission.

As stated in the Offer Document, the Offerors reserve, in any case, the right to waive, and/or amend in whole or in part, to the extent permitted by applicable laws, one or more of the other Conditions Precedent different from the Authorization Condition at their discretion.

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Legal Disclaimer

The Offer is being launched exclusively in Italy and will be made on a non-discriminatory basis and on equal terms to all holders of Unieuro shares, as set out in the notice published pursuant to Article 102 of Italian Legislative Decree No. 58 of February 24, 1998 and as further described in the Offer Document that will be published in accordance with the applicable regulations.

The Offer has not been and will not be made in the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the "Excluded Countries"), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

Copies, full or partial, of any documents relating to the Offer, including this press release, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. Any document relating to the Offer, including this press release, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

This press release is not an offer to sell or a solicitation of offers to purchase or subscribe for shares.

This press release and the information contained herein are not for distribution in or into the United States. This press release does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities of Fnac Darty have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

About Fnac Darty

Operating in 13 countries, Fnac Darty is a European leader in the retail of entertainment and leisure products, consumer electronics and domestic appliances. The Group, which has almost 25,000 employees, has a multi-format network of more than 1,000 stores at the end of December 2023, and is ranked as a major e-commerce player in France (more than 27 million unique visitors per month on average) with its three merchant sites, fnac.com, darty.com and natureetdecouvertes.com. A leading omnichannel player, Fnac Darty's revenue was around €8 billion in 2023, 22% of which was realized online. For more information: www.fnacdarty.com.

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