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Regolamentata

Utenza - Referente : UNIEURON04 - La Rana

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Data/Ora Ricezione : 25 Ottobre 2024 17:38:47

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Oggetto : End of the tender period today at 5:30 pm

*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 25, 2024, 3:30 p.m. CEST

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## END OF THE TENDER PERIOD TODAY AT 5:30 PM

- **Reminder of the terms of the Offer:**
  - Consideration equal to €9.0 in cash + 0.1 Fnac Darty share, representing a unique opportunity for Unieuro shareholders to benefit from an attractive value proposal:**
    - 42% premium to unaffected share price<sup>1</sup>
    - 20% premium to analysts' average target price pre-announcement
- **A reopening period might occur upon the terms described below.**

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

It is hereby reminded that - according to Article 40-bis, Paragraph 1, let. a) of the Issuers' Regulation, which, as indicated in the Offer Document, is applied on a voluntary basis by the Offerors - the Reopening of the Tender Period, at unchanged terms, may occur in the following cases:

- if the Offerors reach a stake between 66,67% and 90,00% by the end of the Tender Period;
- if the Offerors decide to waive the Minimal Threshold Condition at the end of the Tender Period,

<sup>1</sup> Based on the spot volume-weighted average closing price as of July 15, 2024.

# FNAC DARTY

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provided in any case that the Offer becomes effective as a result of the fulfillment or waiver of the Conditions Precedent (other than the Authorization Condition, which has been already waived on 24 October, 2024, as communicated to the market), including the Minimum Threshold Condition (as lastly amended on 7 October 2024).

If one of these cases occurs, the Reopening of the Tender Period will take place between November 4<sup>th</sup> and 8<sup>th</sup> 2024.

In case the Offerors reach a stake above 90% at the end of the Tender Period, the Reopening of the Tender period will not occur as the requirements for the fulfillment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA or for the fulfillment of the Obligation to Purchase under Art. 108, Par. 1, of the CFA and the exercise of the Right to Squeeze-out pursuant to Art. 111 of the CFA (if a stake at least equal to 95% is reached) will be met.

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# FNAC DARTY

## 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](https://fnac.com), [darty.com](https://darty.com) and [natureetdecouvertes.com](https://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](https://www.fnacdarty.com).

## CONTACTS

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