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Oggetto : End of the offer period for the voluntary mixed
public tender offer for the capital of Unieuro

Testo del comunicato

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

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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, 18:30 p.m. CEST

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END OF THE OFFER PERIOD FOR THE VOLUNTARY MIXED PUBLIC TENDER OFFER FOR THE CAPITAL OF UNIEURO

FNAC DARTY AND RUBY WELCOME THE TENDERING OF A LARGE MAJORITY OF UNIEURO'S SHARE CAPITAL PAVING THE WAY TOWARDS A FRUITFUL INDUSTRIAL PARTNERSHIP

- **Preliminary results of the Offer: 67,1% of Unieuro's share capital tendered, which cumulated to the 4.4% already owned by Fnac Darty, represent 71,5% of Unieuro's share capital**
- **Fulfillment of the Minimum Threshold Condition**
- **Reopening of the Tender Period is expected to take place between 4th and 8th November 2024 allowing further shareholders to tender their shares at unchanged conditions**

Enrique Martinez, Chief Executive Officer of Fnac Darty, stated: « We are very pleased to announce that we have received the support of 71,5% of Unieuro shareholders for our acquisition project, exceeding the minimal threshold we had set. We are convinced that this transaction will create added value to all our shareholders and partners. An additional tender period is expected to open between November 4th and 8th, that will give additional shareholders the opportunity to tender their shares. We are very enthusiastic and looking forward to working with Unieuro team as soon as regulatory authorizations are obtained. »

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").

With reference 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, the Offerors hereby announce that, on the date hereof, the period of acceptance of the Offer (the "Tender Period") has ended.

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

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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; and

- as announced to the market on 24 October 2024, the Offerors have given notice of their decision to waive the Authorization Condition.

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

PRELIMINARY RESULTS OF THE OFFER

Based on the preliminary results communicated by Intesa Sanpaolo S.p.A., in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, during the Tender Period, no. 13,990,650 ordinary shares of Unieuro were tendered in the Offer. Such tendered Shares represent (i) 67,1% of the share capital of the Issuer and (ii) 70,2% of the Shares Subject to the Offer.

The Offerors did not purchase any Unieuro Shares outside the Offer during the period between the Date of the Offer Document and today's date.

Taking into account (i) the no. 13,990,650 ordinary shares of Unieuro tendered in the Offer during the Tender Period according to the preliminary results indicated above (if confirmed) and (ii) the no. 913,412 ordinary shares of Unieuro already held by the Offeror prior to the beginning of the Tender Period, the Offerors, jointly considered, would come to hold a total of no. 14,904,062 ordinary shares of Unieuro, equal to 71,5% of the share capital of the Issuer.

CONDITIONS PRECEDENT. FULFILLMENT OF THE MINIMUM THRESHOLD CONDITION. PAYMENT DATE

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

In light of the above, on the basis of the preliminary results of the Offer (if confirmed) at the end of the Tender Period, the Offerors would come to hold a shareholding above 66.67% but below 90% of the Issuer's share capital. In this respect, it should be noted that:

- (i) the Minimum Threshold Condition, as lastly amended on 7 October 2024, has been fulfilled;
- (ii) with regard to the other Conditions Precedent (other than the Authorization Condition which has been waived by the Offerors on 24 October 2024), as indicated in the Offer Document, the Offerors will announce the fulfilment, non-fulfilment or the waiver of such Conditions Precedent by means of the Notice of the Final Results of the Offer; and
- (iii) the requirements for the fulfilment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA or for the fulfilment of the Obligation to Purchase under Art. 108, Par. 1, of the CFA and the exercise of the Right to Squeeze-out pursuant to Article 111 of the CFA have not been met.

In case of fulfilment of the Conditions Precedent other than the Minimum Threshold Condition and the Authorization Condition or in case the Offerors decide to exercise their right to waive them, the Consideration due to the holders of the ordinary shares of Unieuro for each Unieuro Share tendered in the Offer during the Tender Period - equal to Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Shares, as Share Portion - will be paid to the tendering shareholders on the Payment Date, i.e. 1 November 2024.

In the event that even one of the Conditions Precedent, other than the Minimum Threshold Condition and the Authorization Condition, is not fulfilled and the Offerors do not exercise their right to waive it, the Offer will not be completed. In this scenario, any Unieuro Shares tendered to the Offer will be made available to their holders by the Trading Day following the date on which the failure to

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complete the Offer will be announced for the first time. The Unieuro Shares will be returned to their holders at no cost or expense to them.

By means of a dedicated notice, which will be published by the Offerors by 7:29 a.m. (Italian time) 31 October 2024, pursuant to Article 41, Paragraph 6, of the Issuers' Regulation, the final results of the Offer will be disclosed.

REOPENING OF THE TENDER PERIOD

By virtue of the announcement of the fulfillment of the Minimum Threshold Condition, by means of this notice, provided that the Conditions Precedent other than the Minimum Threshold Condition and the Authorization Condition will be fulfilled or waived, the Reopening of the Tender Period will occur for 5 Trading Days, specifically for the days of 4 November, 5 November, 6 November, 7 November and 8 November 2024. Accordingly, the Issuer's shareholders who did not accept the Offer during the Tender Period may tender their Shares in the Offer during the Reopening of the Tender Period, being entitled to the same Consideration.

The Offerors will pay the Consideration to each shareholder of Unieuro who has tendered in the Offer during the Reopening of the Tender Period on the fifth Trading Day following the end of Reopening of the Tender Period and thus 15 November 2024.

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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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