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Utenza - Referente : UNIEURON04 - La Rana

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Data/Ora Ricezione : 5 Novembre 2024 09:55:11

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Oggetto : Reopening of the tender period until November 8, 2024

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.a r.l.
Ivry-sur-Seine, France — November 4, 2024, 6.00 p.m. CEST

PRESS RELEASE

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REOPENING OF THE TENDER PERIOD UNTIL NOVEMBER 8, 2024 ALLOWING FURTHER SHAREHOLDERS TO TENDER THEIR SHARES AT UNCHANGED CONDITIONS

- **Fnac Darty and Ruby already secured 71.5% of the share capital of Unieuro¹**
- **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 price²**
 - **20% premium to analysts' average target price pre-announcement**

Enrique Martinez, Chief Executive Officer of Fnac Darty, stated: *"After the successful closing of the first offer period, we are enthusiastic about pursuing our tie-up project with Unieuro. With the one-week reopening of the tender period, which opened today and will last until November 8th, Unieuro shareholders who have not tendered yet have a great opportunity to take benefit of our offer, as the vast majority of Unieuro's shareholders already did."*

It is reminded that, with the press release published on 29 October 2024, the Offerors announced to the public:

- the effectiveness of the Offer and the final results of the Tender Period, on the basis of which the Offerors, jointly considered, have come to hold 71.5 % of the share capital of Unieuro;
- that in order to pay the Consideration to the shareholders of Unieuro who have already tendered in the Offer, Fnac Darty, in execution of the Offer Capital Increase, has issued no. 1,399,065 Fnac Darty shares, equal to 5.036% of Fnac Darty's share capital on the Payment Date. Following such issue, the subscribed and paid-in share capital of Fnac Darty is represented by no. 29,177,643 ordinary shares.

REOPENING OF THE TENDER PERIOD

The Offerors hereby remind that the Reopening of the Tender Period will occur for 5 Trading Days starting from today's date (included), and 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.

¹ See press releases published on October 25 and October 29, 2024.

² Based on the spot volume-weighted average closing price as of July 15, 2024.

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A horizontal bar with a yellow-to-orange gradient on the left and a red-to-orange gradient on the right.

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.

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).

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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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