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Oggetto : End of the reopening of the tender period for
the voluntary mixed public tender offer for all
the shares 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.

FNAC DARTY

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PRESS RELEASE

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END OF THE REOPENING OF THE TENDER PERIOD FOR THE VOLUNTARY MIXED PUBLIC TENDER OFFER FOR ALL THE SHARES OF UNIEURO

FNAC DARTY AND RUBY SUCCESSFULLY REACH 91.1% OF THE SHARE CAPITAL OF UNIEURO, WHICH WILL BE DELISTED

- **Preliminary results of the Reopening of the Tender Period: 19.6% of Unieuro's share capital tendered, which cumulated to the 71.5% already owned by Offerors, represents 91.1% of Unieuro's share capital**
- **The requirements for the fulfillment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met and Unieuro will be delisted from Euronext Milan**
- **The Payment Date of the Reopening of the Tender Period will take place on 15 November 2024**

Enrique Martinez, Chief Executive Officer of Fnac Darty, stated: "Fnac Darty is proud to have gathered 91.1% of Unieuro's share capital at the end of the reopening of the tender period. The sell-out procedure can now be initiated and will lead to the delisting of Unieuro. This strong success reinforces our conviction that our ambition to build a leader in specialized retail in Europe is shared. While waiting for regulatory approvals, which I expect to come within a few weeks, we look forward to working alongside Unieuro's teams to ensure a smooth integration, and thus create value for all our shareholders, partners and customers."

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, by Unieuro, the Offerors announce that the Reopening of the Tender Period has ended on the date hereof.

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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PRELIMINARY RESULTS OF THE REOPENING OF THE TENDER PERIOD

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 Reopening of the Tender Period, which ended on the date hereof, no. 4,095,741 ordinary shares of Unieuro were tendered in the Offer. Such tendered shares represent (i) 19.6% of the share capital of the Issuer and (ii) 20.5% 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.

It should be noted that, as indicated in the notice on the final results of the Tender Period published on 29 October 2024, at the Payment Date of the Tender Period, taking into account the Unieuro Shares tendered in the Offer during the Tender Period and the Unieuro Shares already held by Fnac Darty before the start of the Tender Period, the Offerors, jointly considered, had come to hold a total of no. 14,904,062 ordinary shares of Unieuro, equal to 71.5% of its share capital.

Therefore, taking into account (i) the no. 4,095,741 ordinary shares of Unieuro tendered in the Offer during the Reopening of the Tender Period according to the preliminary results indicated above (if confirmed) and (ii) the no. 14,904,062 Unieuro Shares already held by the Offerors prior to the beginning of the Reopening of the Tender Period, the Offerors, jointly considered, would come to hold a total of no. 18,999,803 ordinary shares of Unieuro, equal to 91.1% of the share capital of the Issuer. Including the no. 70,004 Treasury Shares held by the Issuer as of today's date, the total stake held in the share capital of Unieuro by the Offerors, directly and, as regards the Treasury Shares, indirectly, at the end of the Reopening of the Tender Period will consist of no. 19,069,807 shares, representing 91.5% of the Issuer's share capital.

OBLIGATIONS FOLLOWING THE REOPENING OF THE TENDER PERIOD

On the payment date of the Reopening of Tender Period (i.e. 15 November 2024), the Offerors will purchase, as for the Cash Portion of the Consideration, and exchange, as for the Share Portion of the Consideration, all the Unieuro Shares tendered in the Offer during the Reopening of Tender Period. The payment of the Consideration for each Unieuro Share tendered in the Offer during the Reopening of the Tender Period, in the form of both the Share Portion and the Cash Portion, will occur against the simultaneous transfer of the ownership of such shares to the Offerors.

Considering that the Offerors, following the completion of the Reopening of the Tender Period, on the basis of the preliminary results thereof (if confirmed), have reached, directly and indirectly (as to the Treasury Shares, which - for the purpose of calculating the thresholds provided for by Article 108, Paragraph 2, of CFA and Articles 108, Paragraph 1, and 111 of CFA - shall be added to the Offerors' shareholding (numerator) without being deducted from the Issuer's share capital (denominator)), a shareholding above 90% of the Issuer's share capital, the Offerors announce that the legal requirements for the fulfillment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met.

Therefore, following the possible confirmation of such results, the Offerors - as stated in the Offer Document - will not restore a free float sufficient to ensure the regular trading of Unieuro Shares and will fulfill the Obligation to Purchase under Art. 108, Par. 2, of the CFA in relation to the remaining no. 1,849,705 Unieuro Shares, equal to approximately 8.9% of the Issuer's share capital. It is reminded that the remaining shareholders of Unieuro will be entitled to request the Full Cash Alternative Consideration pursuant to Article 108, Paragraph 5 of the CFA.

The notice that will be issued by the Offerors by 14 November 2024 pursuant to Article 41, Paragraph 6, of the Issuers' Regulation in order to announce the final results of the Reopening of the Tender Period will also provide information on the fulfillment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the resulting Delisting.

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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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