

**Proxy and voting instructions form to appoint the lawyer mr. Andrea De Costa, or on his behalf the lawyer mr. Matteo Sant'Ambrogio,
pursuant to art. 135-undecies of legislative decree 58/1998**

ESPRINET S.p.A.

Ordinary Shareholders' Meeting called on 28th April 2014 at 10 am, as first call at the Cosmo Hotel, Via Torri Bianche 4, Vimercate (MB)
and if necessary a second call is set on 30th April 2014 at 11.30 am at the same location

The lawyer mr. **Andrea De Costa**, or on his behalf the lawyer mr **Matteo Sant'Ambrogio**, as "Appointed Proxy" of Esprinet S.p.A. (the "**Company**") – pursuant art. 135-undecies of the legislative decree 58/1998 – are collecting the proxy voting forms related to the Ordinary Shareholders' Meeting planned on April 28th 2014 (first call), and if necessary a second meeting will be called at 11:30 a.m. on April 30th 2014 with means and modes quoted in the notice of the Shareholders' Meeting call available on the internet site of the Company (www.esprinet.com), and on "Italia Oggi" newspaper conforming to the law.

The proxy must be writtenly appointed, and the corresponding original Proxy form, including the vote instructions restricted to the appointed proxy, must be delivered on hand/sent by registered post to the attention of the lawyer mr **Andrea De Costa at Via Agnello 18, 20121 Milano** by the end of the second trading day prior the date of the Meeting, even in second call, both brevi manu and via certified mail.

The proxy and voting instructions may be revoked at any time until the aforementioned deadline and delivered on hand in office hours or sent via registered post to the abovementioned address, faxing it in advance to the following fax number (+39) 0286463274.

Pursuant to art. 135-undecies, clause 2, of the legislative decree 58/1998 the appointment of the proxy and the vote instruction by underwriting this form does not imply any expence for the delegator, except the cost of sending it.

PROXY FORM

(to be notified to the Company via the Appointed Proxy – To be filled in with the required information following the Instructions below)

I, the signer,, born in, on, F.C., resident in address telephone nr e-mail entitled to vote (1)

HEREBY APPOINT as Proxy to attend and vote at the aforementioned Meeting as per the corresponding instructions delivered and with reference to nr. of ESPRINET S.p.A. shares ISIN number IT0003850929 registered on the securities account number by ABI CAB (2);

Details of the notice done by the intermediate *(to be filled in at delegator discretion)*:

- notice nr.
- done by
- possible identifying codes

DECLARES to be aware that the authorisation to a delegated proxy may include the vote instructions even just on few proposals of resolution on the Agenda, and that, in this case, the appointed proxy has to right to vote just on those corresponding resolutions.

I, the signer *(name and surname of the signatory only if different from the owner of the shares)*

Underwrite the current proxy as:

- ☐ secured creditor
- ☐ taker-in
- ☐ usufructuary
- ☐ safekeeper
- ☐ share manager
- ☐ legal agent or procurator with power of subproxy
- ☐ other (to be defined)

..... on

Signature

INSTRUCTION OF VOTE (*)

(Section including information to be delivered just to the appointed proxy – to be sent to the lawyer mr. Andrea De Costa)
Cross out the selected option following the instructions below

I, the signer (3)
authorise the appointed proxy to vote at the ESPRINET S.p.A. Ordinary Meeting called on 28th April 2014, and, if necessary on 30th April 2014 in second call following the instructions to vote.

A) RESOLUTIONS TO BE VOTED (4)

AGENDA	FAVOURABLE TO THE PROPOSAL OF THE BOARD OF DIRECTORS	FAVOURABLE TO THE PROPOSAL OF A SHAREHOLDER ⁽¹⁾	AGAINST TO THE PROPOSAL OF THE BOARD OF DIRECTOR	ABSTAIN
1. Financial statements of Esprinet S.p.A. as at December 31st 2013				
1.1 Approval of 2013 Financial Statements; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at December 31st 2013.	(tick the appropriate box)	..... (shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
1.2 Allocation of income of the year.	(tick the appropriate box)	..... (shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
2. Report on remuneration; resolutions regarding the first part of the report pursuant to comma 6 art.123-ter decree law n. 58/1998.	Not to fill in	..... (shareholder's name)	Not to fill in	(tick the appropriate box)
3. Proposal for change and integration of current 2012/2013/2014 "Long Term Incentive Plan" for executive directors and employees of Esprinet S.p.A., based on the grating of a up to 1,150,000 shares of company's own shares approved by the Annual Shareholders' Meeting on 9 May 2012.	(tick the appropriate box)	..... (shareholder's name)	(tick the appropriate box)	(tick the appropriate box)

AGENDA	FAVOURABLE TO THE PROPOSAL OF THE BOARD OF DIRECTORS	FAVOURABLE TO THE PROPOSAL OF A SHAREHOLDER ⁽¹⁾	AGAINST TO THE PROPOSAL OF THE BOARD OF DIRECTOR	ABSTAIN
4. Proposal for authorisation of a 18-month buy-back plan for the maximum number of shares legally allowed: correlated repeal of the authorisation for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of 29th April 2013.	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

- (1) In absence of the details of the shareholder, whose proposal is approved, the proxy will be ineffective. Besides the name of the shareholder, some detailed criteria to identify him/her (i.e. "shareholder with majority shares" or "shareholder with minority shares"), or the vote to the proposal of the Chairman of the Meeting are also allowed.

B) UNPREDICTABLE CIRCUMSTANCES

In case of unpredictable event at the proxy release (5), I the signer with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			for	against	abstain
1. Financial statements of Esprinet S.p.A. as at December 31st 2013					
1.1 Approval of 2013 Financial Statements; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at December 31 st 2013.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
1.2 Allocation of income of the year.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
2. Report on remuneration; resolutions regarding the first part of the report pursuant to comma 6 art.123-ter decree law n. 58/1998.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
3. Proposal for change and integration of current 2012/2013/2014 “Long Term Incentive Plan” for executive directors and employees of Esprinet S.p.A., based on the grating of a up to 1,150,000 shares of company's own shares approved by the Annual Shareholders' Meeting on 9 May 2012.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
4. Proposal for authorisation of a 18-month buy-back plan for the maximum number of shares legally allowed: correlated repeal of the authorisation for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of 29 th April 2013.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)

C) MODIFICATIONS OR INTEGRATIONS (6)

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			favorevole	contrario	astenuto
1. Financial statements of Esprinet S.p.A. as at December 31st 2013					
1.1 Approval of 2013 Financial Statements; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at December 31 st 2013.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
1.2 Allocation of income of the year.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
2. Report on remuneration; resolutions regarding the first part of the report pursuant to comma 6 art.123-ter decree law n. 58/1998.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
3. Proposal for change and integration of current 2012/2013/2014 “Long Term Incentive Plan” for executive directors and employees of Esprinet S.p.A., based on the grating of a up to 1,150,000 shares of company’s own shares approved by the Annual Shareholders’ Meeting on 9 May 2012.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)
4. Proposal for authorisation of a 18-month buy-back plan for the maximum number of shares legally allowed: correlated repeal of the authorisation for the plan, or the unused portion of it, resolved during the Meeting of 29 th April 2013.	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)	(tick the appropriate box)

In event of voting on art. 2393, clause 2 of the Italian Civ Code dealing with the responsibility on the approval of the 2013 financial statement, I delegate the appointed proxy to vote:

☐ FOR

☐ AGAINST

☐ ABSTAIN

(*) pursuant to art. 135-undecies, clause 3, of the legislative decree nr. 58/1998 dealing with the proxy computing: "3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".

.....on,

Signature.....

Instructions to fill in the proxy form and instructions to vote

- (1) To detail the identity of the signer and attach:
 - a) as individual the copy of a still valid ID;
 - b) as legal entity in addition to a still valid ID of the signer of the proxy form on behalf of the Company or Corporation having right to attend and vote at the Meeting, the documentation proving the proxy of the appointed individual as for example the hard copy of the certificate released by the register of businesses, or equivalent for foreign Companies, proxy, abstract of resolution of the BoD
- (2) To detail the number of the securities account, ABI, CAB or IBAN codes of the intermediary, or its company title available on the statement of securities account
- (3) To detail name and surname of the signer of the Proxy Form and of the Instructions to vote
- (4) The resolutions proposed by the Meeting are illustrated, if required, in the Reports available on the internet site of Esprinet (www.esprinet.com), on Borsa Italiana S.p.A. and at the Company's headquarter (Via Energy Park n. 20, Vimercate (MB)) within terms required by law.
- (5) In case of unpredictable event at the proxy release – the delegator cannot be informed about – the signer can choose among: a) the confirmation of the vote instruction already expressed; b) the revocation of the vote instruction already expressed; c) the modification of the vote instruction already expressed. If no choice is selected, the instructions of vote sub A) are confirmed.
- (6) In event of modifications or additions to the resolutions proposed to the meeting, the signer can choose among: a) the confirmation of the vote instruction already expressed; b) the revocation of the vote instruction already expressed; c) the modification of the vote instruction already expressed. If no choice is selected, the instructions of vote sub A) are confirmed.

If further information about the compilation and sending of the current form for proxy appointment is required, please contact the following telephone number: +39 02 40 49 63 04, available on working days (Saturday excluded).

In compliance with Annex 5/A of the Consob Regulation (as per modification of Consob proposal on December 28th 2010 n. 17592), the regulations mentioned in these instructions are quoted below:

Legislative Decree 58/1998

Art. 135-*decies*

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Art. 135-*undecies*

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall inform about any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393

(Corporate action for liability)

1. Any action for liability against the directors is brought pursuant to a resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution concerning the liability of the directors can be adopted at the time of the review of the annual financial statements, even if not included in the agenda, when it relates to matters pertaining to the financial year to which the financial statements refer.
3. The action for liability can be initiated according to a board of statutory auditors' meeting resolution taken with the majority of two thirds of the members.
4. The action can be initiated within five years of the termination of the director's appointment.
5. The resolution to bring an action for liability entails the removal from office of the directors against whom it is brought, provide that it is adopted by votes in favour from at least one fifth of the company capital. In this case, the shareholders' meeting will provide for their replacement.
6. The company can waive exercising its rights of action for liability and can settle, provide that this waiver and settlement are approved by an express resolution of the shareholders' meeting and provided that there is no opposing vote of a minority of shareholders representing at least one fifth of the company capital, or in the event of companies that resort to the risk capital market (2325-*bis*), at least one twentieth of the company capital, or the extent envisaged in the articles of association for exercising company liability action in accordance with paragraphs 1 and 2 of article 2393-*bis*.