



**Esprinet S.p.A.**

Registered office: Vimercate (MB), Via Energy Park 20

Share capital of EUR 7,860,651.00 (fully paid-in)

Monza and Brianza Companies' Register no. 05091320159

Tax Code no. 05091320159- R.E.A. MB - 1158694, VAT no. IT 02999990969

ORDINARY SHAREHOLDERS' MEETING HELD ON APRIL 30<sup>th</sup> 2014

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**SUMMARY REPORT OF VOTE ON AGENDA ITEMS**

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**1. FINANCIAL STATEMENTS OF ESPRINET S.P.A. AS AT DECEMBER 31<sup>st</sup> 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<sup>st</sup> 2013.**

Shares present at the meeting while voting: n. 23,864,009 equal to 45.5382% of n. 52,404,340 ordinary shares representing the share capital.

The outcome of the vote was as follows:

**Vote outcome**

	<b>n° shares</b>	<b>%</b>
Favourable	<b>23,826,881</b>	<b>99.8444</b>
Against		
Abstain	<b>37,128</b>	<b>0.1556</b>
Total shares	<b>23,864,009</b>	<b>100.0000</b>

**1.2. Allocation of income of the year.**

Shares present at the meeting while voting: n. 23,864,009 equal to 45.5382% of n. 52,404,340 ordinary shares representing the share capital.

The outcome of the vote was as follows:

**Vote outcome**

	<b>n° shares</b>	<b>%</b>
Favourable	<b>23,864,009</b>	<b>100.0000</b>
Against		
Abstain		
Total shares	<b>23,864,009</b>	<b>100.0000</b>

**2. REPORT ON REMUNERATION; RESOLUTIONS REGARDING THE FIRST PART OF THE REPORT PURSUANT TO COMMA 6 ART. 123-TER DECREE LAW N. 58/1998.**

Shares present at the meeting while voting: n. 23,864,009 equal to 45.5382% of n. 52,404,340 ordinary shares represented the share capital.

The outcome of the vote was as follows:



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**Vote outcome**

	n° shares	%
Favourable	23,669,992	99.1870
Against	188,302	0.7891
Abstain	5,715	0.0239
Total shares	23,864,009	100.0000

**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 UP TO 1,150,000 SHARES OF COMPANY'S OWN SHARES APPROVED BY THE ANNUAL SHAREHOLDERS' MEETING ON 9 MAY 2012.**

Shares present at the meeting while voting: n. 23,864,009 equal to 45.5382% of n. 52,404,340 ordinary shares representing the share capital.

The outcome of the vote was as follows:

**Vote outcome**

	n° shares	%
Favourable	20,002,914	83.8204
Against	3,861,095	16.1796
Abstain		
Total shares	23,864,009	100.0000

**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<sup>TH</sup> APRIL 2013.**

Shares present at the meeting while voting: n. 23,864,009 equal to 45.5382% of n. 52,404,340 ordinary shares representing the share capital.

The outcome of the vote was as follows:

**Vote outcome**

	n° shares	%
Favourable	21,313,146	89.3108
Against	2,550,863	10.6892
Abstain		
Total shares	23,864,009	100.0000