



ESPRINET S.p.A.

Headquarter in Vimercate (MB), Via Energy Park n. 20

Share capital € 7,860,651.00, fully paid-up

Listed on the Register of Companies of Monza and Brianza at number
05091320159

Tax code 05091320159 - VAT number 02999990969 – Economic Administrative
Index MB-1158694

Website: www.esprinet.com

Notice of Ordinary Meeting of Shareholders

The Ordinary Meeting will be held at the AtaHotel Executive, Viale Sturzo 45, Milan, at 10:00 a.m. on April 24th 2013 (first call), and if necessary a second meeting will be called at 10:30 a.m. on April 29th 2013, to discuss the following

Agenda

1. Financial statements of Esprinet S.p.A. as at December 31st 2012 :
 - 1.1 Approval of 2012 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 2012.
 - 1.2 Allocation of income of the year.
2. Integration of the Board of Directors naming a new director pursuant to art. 2386, subsequent resolutions.
3. Report of remuneration; resolutions regarding the first part of the report pursuant to paragraph 6 art. 123-*ter* decree law 58/1998
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 May 9th 2012.

INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL ON THE DATE OF THIS NOTICE

The share capital subscribed and paid by the Company amounts to € 7,860,651.00, represented by 52,404,340 ordinary shares, each with a nominal value of € 0.15. All the shares have voting rights except for the 1,350,000 own shares held on the date of this notice, for which those rights are suspended. The number of own shares may have changed by the date of the Meeting, and any changes will be communicated at the start of the session.

The share capital structure is available on the Company's website www.esprinet.com, under the Share Information heading in the section Investor Relations.

The shares are registered, indivisible, may be freely transferred and are subject to the provisions of the laws applicable to joint ownership.

ENTITLEMENT TO ATTEND THE MEETING

By law, anyone whose representative has sent the required confirmation of the right to attend may participate and vote at the Meeting. The confirmation must be given on the basis of the end-of-day records on the seventh trading day prior to the date set for the first call (April 15th 2013). Any credit or debit transactions reaching the accounts after that deadline will not be considered for the purposes of entitlement to attend or vote at the Meeting; therefore, anyone acquiring shares of the Company after that date will not be able to participate or vote. The confirmations from the licensed intermediaries, must be sent to the Company by the end of the third trading day prior to the date set for the first call. Anyone whose confirmation is sent to the Company after that deadline, but before the start of the Meeting held at the first or second call, will however be able to attend and vote. Communications received in accordance with the above conditions will also be valid for any meetings called after the first one.

AMENDMENT TO THE AGENDA AND PRESENTATION OF NEW RESOLUTIONS PROPOSALS

In accordance with article 126-*bis* of legislative decree 58/1998, any Shareholders who, individually or collectively, represent at least one-fortieth of the share capital may request an amendment to the list of the items on the Agenda, within 10 days from the publication of this Notice. Their request must contain details of the proposed issues.

The request must be submitted in writing to the Company's head office at Via Energy Park 20, 20871 - Vimercate (MB), for the attention of the Corporate and Legal Affairs Office, or alternatively may be sent by certified e-mail, to the following address: esprinet@legalmail.it. It must be accompanied by specific confirmation of share ownership, issued by the intermediaries holding the accounts in which the requesting shareholders' shares are registered. The requesting shareholders must also submit details of the items they wish to discuss by the above deadline.

Amendments will not be permitted if they relate to matters which the Meeting is required by law to discuss at the proposal of the directors, or on the basis of a plan or report submitted by the directors, other than those referred to in the first subparagraph of article 125-*ter* paragraph 1 of legislative decree 58/1998. The amended list of the items on the Agenda, together with any comments by the Board of Directors, will be published in the ways stipulated by law.

RIGHT TO ASK QUESTIONS ABOUT THE ITEMS ON THE AGENDA

Under the terms of article 127-*ter* of legislative decree 58/98, shareholders may ask questions about the items on the Agenda even prior to the Meeting, but in any case no later than the end of the third day prior to the date of the Meeting (April 21st 2013). Any questions should be sent by registered post to the Company's head office at Via Energy Park 20, 20871 - Vimercate (MB), for the attention of the Corporate and Legal Affairs Office, or by certified e-mail to the following address: esprinet@legalmail.it.

Any shareholders wishing to exercise this right must provide identification details (by registered post), in the form of a specific communication issued by the intermediaries holding the accounts in which their shares are deposited, or in the same communication issued in relation to their entitlement to attend and vote at the Meeting.

Replies to questions received prior to the Meeting will be given during the Meeting itself, at the latest.

VOTING BY PROXY

Anyone entitled to attend the Meeting may be represented by proxy, in accordance with the regulations in force, and for this purpose may use the proxy

form available on the Company's website (www.esprinet.com, Investor Relations – Corporate Documentation – 2013 Meeting) or at the head office. The chairman of the Meeting is responsible for verifying the proxies, and the right to attend the Meeting.

Proxies can also be sent to the certified e-mail address esprinet@legalmail.it.

Prior notification of the proxy document does not exempt the delegate from his/her obligation to certify the authenticity of the document and the delegating individual's identity, when the participants' right to attend is checked before the Meeting.

In accordance with regulations in force, proxies can also be granted to the Company's designated representative under article 135-*undecies* of the TUF, the lawyer Andrea De Costa, (who may be substituted by Matteo Sant'Ambrogio), together with voting instructions in relation to all or some of the items on the Agenda. For this purpose the shareholder must sign the proxy form available on the Company's website (www.esprinet.com, Investor Relations - Corporate Documentation - 2013 Meeting), or from its head office, as long as the original form is sent to the legal representative at Via Agnello 18, 20121 Milan, by the end of the second trading day prior to the date set for the first call. The proxy will only be valid for those proposals in relation to which voting instructions have been given.

The proxy and voting instructions may be revoked at any time until the aforementioned deadlines.

INTEGRATION OF THE BOARD OF DIRECTORS

Esprinet informs that on December 17th 2012 Director Paolo Vantellini resigned with immediate effect. The Board of Directors of Esprinet S.p.A. appointed new Director Cristina Galbusera during the BoD meeting on January 28th 2013. Mrs Cristina Galbusera declared no vested interest in Esprinet S.p.A. according to the provisions of ex art. 148, paragraph 3 of "Testo Unico della Finanza", as well as to further independence requirements provided by art. 3 of the Corporate Governance Code for Public Companies (as required by the Italian Stock Exchange) adopted by the Corporate Governance Committee in December 2011. In accordance with art. 14 of the Company by law, the integration of the Board of Directors is regulated by law. Therefore, this being the first Shareholders' Meeting called after the new appointment, the mandate of the new Director will expire, so the integration of the BoD will be discussed during the meeting.

DOCUMENTATION

Documentation relating to the Meeting will be available to the public by the legal deadline, in the ways stipulated by law. The shareholders and anyone with voting rights may obtain a copy of the documentation which will be available from the company's head office (from Mondays to Fridays between 10 a.m. and 1 p.m., and from 3 p.m. to 6 p.m.), from Borsa Italiana S.p.A. and on the Company's website www.esprinet.com, Investor Relations – Corporate Documentation – 2013 Meeting).

Those authorised to attend and vote are invited to arrive at least one hour before the start of the Meeting, in order to facilitate the registration process.

Vimercate, 25th March 2013

On behalf of the Board of Directors
The Chairman
Francesco Monti