



**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](http://www.esprinet.com)

**Notice of Ordinary and Extraordinary Meeting of Shareholders**

The Ordinary and Extraordinary Meeting will be held at the Cosmo Hotel, Via Torri Bianche n. 4, Vimercate (MB), at 10:00 a.m. on April 28<sup>th</sup> 2015 (first call), and if necessary a second meeting will be called at 10:30 a.m. on April 30<sup>th</sup> 2015, to discuss the following

**Agenda**

**Ordinary agenda**

1. Financial statements of Esprinet S.p.A. as at December 31<sup>st</sup> 2014:
  - 1.1 Approval of 2014 Financial Statement; 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> 2014.
  - 1.2 Allocation of income of the year.
2. Board of Directors Appointments for fiscal years 2015/2017.
  - 2.1 Definition of the BoD Members number
  - 2.2 Directors' Appointments
  - 2.3 Appointment of the Chairman of the Board of Director
  - 2.4 Definition of the corresponding remuneration
3. Board of Statutory Auditor Appointments for fiscal year 2015/2017.
  - 3.1 Members Appointments
  - 3.2 Appointment Chairman Appointment
  - 3.3 Definition of the corresponding remuneration
4. Report on Remuneration. Resolutions on the first section of the Report on Remuneration pursuant to par. 6 of the art. 123-ter of the legislative decree 58/1998.
5. Proposal for authorisation of a 18-months 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 April 30<sup>th</sup> 2014.
6. Proposal for the approval of a Long Term Incentive Plan, in relation to remuneration policies and in accordance with article 114-bis of legislative decree 58/1998, for the members of the Company's Board of Directors and other executives for the period 2015/2016/2017. The object of the plan is the free allocation of ordinary shares in the Company ("performance stock grants") to beneficiaries designated by the Board of Directors, up to a maximum of 1,150,000 shares of the Company.

## **Extraordinary agenda**

1. Proposal for change of articles: 9, 10, 16, 17 of the Company By Laws; any relevant and corresponding resolutions

### **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 shares have voting rights except for the 1,181,400 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](http://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 Laws, 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 17<sup>th</sup> 2015). 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 Shareholder 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 or propose new resolutions of the item already in agenda, within 10 days from the publication of this Notice.

The request must be submitted in writing to the Company's head office at Via Energy Park 20, 20871 - Vimercate (MB), to the attention of the Corporate and Legal Affairs Department, or alternatively may be sent by certified e-mail, to the following address: [esprinet@legalmail.it](mailto: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 25<sup>th</sup> 2015). Any questions should be sent by registered post to the Company's head office at Via Energy Park 20, 20871 - Vimercate (MB), to the attention of the Corporate and Legal Affairs Office, or by certified e-mail to the following address: [esprinet@legalmail.it](mailto: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](http://www.esprinet.com), Investor Relations – Corporate Documentation – 2015 Shareholders' 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](mailto: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 notary Andrea De Costa, (who may be substituted by Matteo Sant'Ambrogio, by Camilla Poggiani or by Maria Lucia Passador), 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](http://www.esprinet.com), Investor Relations - Corporate Documentation – 2015 Shareholders 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 dates set for the meeting, even in the second call (therefore respectively April 24<sup>th</sup> 2015 or April 28<sup>th</sup> 2015). 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.

## **ELECTION OF BOARD OF DIRECTORS**

Under the Company's articles of association, the Board of Directors is elected according to the list system. The rules and procedures concerning lists of candidates, and the required documentation, can be found in article 13) of the articles of association which can be viewed under the heading By Laws in the Corporate Governance section on the company's website. The list of candidates, together with the related documentation, must be deposited at the Company's head office, or sent by certified e-mail to the address [esprinet@legalmail.it](mailto:esprinet@legalmail.it), by 3 April 2015. Lists may be deposited by shareholders who can demonstrate, by means of a specific communication issued by a licensed intermediary, that they hold at least 2.5% of the share capital, either individually or collectively. The candidates submitted for election to the Board must be listed in progressive order, and must meet the requirements stipulated by the company's articles of association, and by law.

Under the terms of article 13 of the Articles, any shareholders intending to submit a list must submit the following documents at the same time: (i) declarations of acceptance of the candidacy (ii) declarations in which each candidate, under his own liability, confirms the absence of any grounds for disqualification or incompatibility, and that he meets the requirements for the respective position (iii) a CV detailing the personal and professional characteristics of each candidate, if necessary with a declaration of independence from any candidates meeting the requirements as specified below.

The candidates may only be named on one list, otherwise they will be disqualified.

In order to prove ownership of the number of shares necessary for submission of a list, the shareholders must deposit a copy of the specific communication concerning ownership of the required number of shares, issued by the authorised intermediaries at the time the list

was deposited with the Company. This communication may be provided up to 21 days after the list itself was deposited (by April 7<sup>th</sup> 2015).

The lists must indicate those candidates meeting the independence requirements as stipulated in the law governing the directors of listed on the Stock Exchange and specifically, the independence requirements described in article 3 of the Code of Self-Governance applicable to companies listed on Borsa Italiana S.p.A. as approved by the Corporate Governance Committee in July 2014, and the joint provisions of article 147-ter (par. 4), and article 148 (par. 3) of the legislative decree 58/98.

Any shareholders intending to submit a "minority list" are asked to take into account the recommendations made by CONSOB in its communication number DEM/9017893 dated 26 February 2009.

Any lists or candidacies which do not meet all the statutory provisions will be considered ineligible.

The lists submitted will be published at the Company's head office, and on the website [www.esprinet.com](http://www.esprinet.com) (Investor Relations -Corporate Documentation – Shareholder Meeting 2015), as well as on the stocking service 1Info on the internet site [www.1info.it](http://www.1info.it), 21 days before the Meeting (April 7<sup>th</sup> 2015).

## **ELECTION OF BOARD OF STATUTORY AUDITORS**

In accordance with the Company's articles of association, the Board of Auditors is elected according to the list system. The rules and procedures concerning lists of candidates and the necessary documentation can be found in article 19) of the company's articles of association, available on the company's website (Corporate Governance, under the heading "By Laws"). The list of candidates, together with the related documentation, must be deposited at the Company's head office, or sent by certified e-mail to the address [esprinet@legalmail.it](mailto:esprinet@legalmail.it), by 3 April 2015. Lists may be deposited by shareholders who can demonstrate, by means of a specific communication issued by a licensed intermediary, that they hold at least 2.5% of the share capital, either individually or collectively.

If only one list, or lists which are connected within the meaning of the applicable regulations, have been submitted by 3 April 2015, further lists may be submitted up until 6 April 2015. In such a case, the minimum shareholding required will be reduced to 1.25% of the share capital.

Lists for the election of the Board of Statutory Auditors consist on two sections dedicated to the candidates, listed in progressive order, for the positions of standing auditor and alternate auditor. The lists may include candidates who fall within the legal limits on the holding of multiple executive positions, who meet the requirements of integrity, professionalism and independence and who are listed on the Register of Accounts Auditors. Candidates may only be named on a single list, otherwise they will be disqualified. The first candidate on the list who obtained the second-highest number of votes at the Meeting will be elected as Chairman of the Board of Statutory Auditors.

Under the above-mentioned article 19 of the By Laws, any shareholders wishing to submit a list must also submit for each list a CV for each candidate and the description of the role they have in other companies, together with a declaration in which each candidate accepts the nomination and certifies, under his own liability, the absence of any grounds for disqualification or incompatibility, and that he meets the legal requirements for the position, in particular the independence requirement.

Any shareholders intending to submit a "minority list" are asked to take into account the recommendations made by CONSOB in its communication number DEM/9017893 dated 26 February 2009.

Any lists or candidacies which do not meet all the statutory provisions will be considered ineligible.

The lists submitted will be published at the Company's head office, and on the website [www.esprinet.com](http://www.esprinet.com) (Investor Relations -Corporate Documentation – Shareholders' Meeting 2015), as well as on the stocking service 1Info on the internet site [www.1info.it](http://www.1info.it), 21 days before the Meeting (by April 7<sup>th</sup> 2015)

Relating to the appointment of the Corporate Bodies, and pursuant to the law in force concerning the balance between gender, the number of the member of the Board of Directors and of the Board of Statutory Auditor must be calculated in order that the less represented

gender (for the first mandate as defined by law) corresponds to 1/5 of the members of the Board of Directors and of the Board of Statutory Auditors, increased to the appropriate number.

## **DOCUMENTATION**

Documentation relating to the Meeting, as well as resolution proposals, 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 stocking service 1Info at the internet site [www.1info.it](http://www.1info.it) and on the Company's website [www.esprinet.com](http://www.esprinet.com), Investor Relations – Corporate Documentation – 2015 Shareholders' Meeting).

More in details, the informative Reports of Directors on item 1,2,3,5 and 6 of the scheduled ordinary agenda, as well as the Informative Document ex art. 84-*bis* of the Regulations for Issuers (related to the point 6. on the Agenda) are published contextually with the current notice, while the Annual Financial Report with further documents under the art. 154-*ter* of the TUF and the Report on the Remuneration will be published at least 21 days prior to the Meeting, namely April 6<sup>th</sup> 2015.

The report concerning the only item on the extraordinary agenda will be available from April 7<sup>th</sup> 2015.

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, 19<sup>th</sup> March 2015

On behalf of the Board of Directors  
The Chairman  
Francesco Monti