

## ESPRINET CALLS THE 2021 SHAREHOLDERS' MEETING

Vimercate (Monza Brianza), February 16<sup>th</sup>, 2021 – The Board of Directors of ESPRINET, a leader in southern Europe in the distribution of IT, Consumer Electronics and Advanced Solutions, which met under the chairmanship of Maurizio Rota, has decided to call the Ordinary Shareholders' Meeting on April 7<sup>th</sup>, 2021 to discuss the following agenda:

1. Financial Statement as at December 31<sup>st</sup>, 2020
  - 1.1 Approval of the Financial Statement as at December 31<sup>st</sup>, 2020; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, Presentation of the Consolidated Financial Statement as at December 31<sup>st</sup>, 2020.
  - 1.2 Allocation of income of the year.
  - 1.3 Allocation of the dividend.
2. Board of Directors Appointments for fiscal years 2021/2023
  - 2.1 Definition of the BoD Members number.
  - 2.2 Definition of the term of office.
  - 2.3 Directors' Appointment.
  - 2.4 Appointment of the Chairman of the Board of Director.
  - 2.5 Definition of the corresponding remuneration.
3. Board of Statutory Auditor Appointments for fiscal year 2021/2023
  - 3.1 Members Appointments.
  - 3.2 Appointment Chairman Appointment.
  - 3.3 Definition of the corresponding remuneration.
4. Report on Remuneration related to the remuneration and compensation paid
  - 4.1 Binding resolution on the first section pursuant to Article 123-ter, paragraph 3-bis of the Consolidated Law on Finance.
  - 4.2 Non-binding resolution on the second section pursuant to Article 123-ter, paragraph 6 of the Consolidated Law on Finance.
5. Proposal for the authorisation for the purchase and disposal of own shares, up to the maximum number allowed and with a term of 18 months.
6. Proposal for the approval of a Long-Term Incentive Plan, in relation to remuneration policies and in accordance with art. 114-bis of legislative decree 58/1998, for the members of the Company's Board of Directors and other executives for the period 2021/2022/2023. 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.

7. Integration of fees for the legal accounting support of the Esprinet S.p.A. consolidated financial statement.

The extract of the notice of the call will be published in the ItaliaOggi newspaper on February 19<sup>th</sup>, 2021.

It should be noted that the full notice of call of the Shareholders' Meeting and the related reports, together with the proposed resolutions, will be made available to the public within the terms of the law in the manner provided for by current regulation, with the right of the Shareholders and who have the right to vote to obtain a copy.

This documentation will be available at the Company headquarter, as well as on the authorised stocking service eMarket Storage at the internet site [www.emarketstorage.com](http://www.emarketstorage.com) and on the Company's website [www.esprinet.com](http://www.esprinet.com).

#### **Authorization for the purchase and disposal of own shares**

The Board of Directors of Esprinet S.p.A. resolved to submit the proposal to authorize the purchase and disposal of treasury shares to the ordinary Shareholders' Meeting.

The reasons for the proposed authorization of the Shareholders' Meeting for the purchase and disposal of treasury shares are as follows:

- i) to reduce the share capital, in value or number of shares;
- ii) to fulfill the obligations deriving from share option programs or other assignments of shares to employees or members of the administrative bodies of the Company or of subsidiaries or associates; and
- iii) in order to proceed with the purchase of treasury shares owned by employees of the Company or subsidiaries and assigned or subscribed according to art. 2349 and 2441, eighth paragraph, of the Italian Civil Code or deriving from remuneration plans approved according to art. 114-bis of the Consolidated Law on Finance;

as specified in more detail in the Report of the Board of Directors prepared pursuant to art. 125-ter of the Consolidated Law on Finance, to which reference is made, which will be made available to the public within the terms of the law at the Company headquarter, on the Company's website [www.esprinet.com](http://www.esprinet.com), on the authorised stocking service eMarket Storage at the internet site [www.emarketstorage.com](http://www.emarketstorage.com).

The proposal provides that: the maximum number of shares that can be purchased for a period of 18 months is equal to 5% of the share capital of the Company, without calculating the number of treasury shares in the portfolio at the date of approval of the authorization resolution; purchases must be made in accordance with the provisions of art. 132 of the Consolidated Law on Finance, by art. 144-bis of the Issuers' Regulation and any other applicable regulation, as well as the market practices accepted by Consob, where applicable (in order to benefit, where appropriate, from the protection ensured by the safe harbor provided pursuant to art. 5 of the Reg. EU no. 596/2014 or by market practices accepted pro-tempore in force, where applicable), ensuring equal treatment among Shareholders, at a price between the minimum and maximum price established in the Report. As of today Company's treasury stock is made up of 1,150,000 own shares corresponding to 2.26% of share capital. Esprinet's subsidiaries do not hold any share of the parent company.

**Esprinet** (PRT:IM – ISIN IT0003850929), with around 1,300 employees and 4 billion euro in turnover in 2019, is the leading company in Southern Europe (Italy, Spain and Portugal) in the distribution of Information Technology and Consumer Electronics to IT resellers, VAR, System Integrators, specialised stores, retailers and e-commerce portals, as well as the fourth largest distributor in Europe and in the top 10 at global level. The Group's vision is to simplify life for people and organisations, by expanding and facilitating the distribution and use of technology. *Enabling your tech experience* is the payoff that synthesises the evolution of the company into a genuine technology services hub that enables the use of technology.

The Group supplies roughly 130,000 products (PCs, printers, accessories, software, cloud, datacenters & cybersecurity, smartphones, audio-video, TV, gaming, household appliances, electric mobility) of more than 650 manufacturers to 31,000 business and consumer resellers through multiple sales models, both self-service (best-in-class e-commerce platform and Cash & Carry stores) and assisted (tele-sales and system engineers in the field).

In addition to providing traditional wholesaling services (bulk breaking and credit), Esprinet fulfils the role of simplifier of the use of technology. The Group offers, for example, a turnkey e-commerce platform to hundreds of resellers, in-shop management for thousands of retail sales points, specialised payment and financing solutions for the resellers community, by also offering the generation of demand by end users and big data analysis to the main technology manufacturers and resellers which outsource marketing activities increasingly more frequently.

Cloud services, collaboration software, video-conference systems, advanced IT infrastructures and specialised consumer electronics solutions such as connected household appliances or gaming platforms are the new areas of growth with added value which fuel further future growth in revenues for the sector, while logistics and financial services, as well as the "pay-per-use" sales model, offer increased opportunities for margin growth.

The widespread use of technology and the need for quicker and simpler methods to make increasingly more complex and diversified technologies available for people and companies, pave the way for further improvements in the scenarios of the technological distribution industry.

For more information:

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