



**ESPRINET S.P.A.**

**REPORT ON CORPORATE GOVERNANCE  
AND OWNERSHIP STRUCTURE**

pursuant to Article 123 *-bis* of the Consolidated Law on Finance  
(TUF)

(Traditional management and control model)

**Issuer:** Esprinet S.p.A.

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

**Financial year to which the Report refers:** 2020

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## GLOSSARY

### Code/Corporate Governance

**Code:** The Corporate Governance Code for Listed Companies approved in July 2018 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., A.B.I., Ania, Assogestioni, Assonime and Confindustria.

**Civil Code:** The Italian Civil Code

**Board:** The Board of Directors of Esprinet S.p.A.

**Issuer:** The Company Esprinet S.p.A., with registered office at via Energy Park 20, Vimercate, Italy, and share capital of €7,860,651.00 (fully paid up), Milan, Monza Brianza and Lodi Companies Register no. and Tax Code 05091320159, REA MB-1158694, VAT IT 02999990969

**Year/Period:** The financial year to which this Report relates.

**Takeover Offer:** as per Legislative Decree No. 58 of 24 February 1998, "Takeover Offer" is intended to mean any offer, invitation to offer or promotional message for the purpose of the purchase for money of financial products

### CONSOB

**Issuers' Regulations:** The Regulations issued by CONSOB (Italian National Commission for Companies and the Stock Market) pursuant to resolution no. 11971 of 1999 (as subsequently amended).

### CONSOB Related

**Parties Regulations:** The Regulations concerning related-party transactions published by CONSOB in Resolution 17221 of 12 March 2010 (as subsequently amended)

**Report:** The "Report on Corporate Governance and Ownership Structure" that companies issuing listed financial instruments are required to draw up pursuant to Article 123-bis of the Consolidated Law on Finance

### Consolidated Law on

**Finance/TUF:** Legislative Decree No. 58 of 24 February 1998.

*This document has been translated into the English language solely for the convenience of international readers. In case of any conflict between this English version and the Italian one, the Italian version shall prevail.*

## INTRODUCTION

The ordinary shares of Esprinet S.p.A. (ticker: PRT:IM – ISIN IT0003850929) have been listed in the STAR (share segment with high requirements) segment of the MTA (screen-based equities) market of Borsa Italiana S.p.A., the Italian Stock Exchange, since 25 July 2001.

Esprinet S.p.A. subscribes and conforms to the Corporate Governance Code for Italian Listed Companies (the "Code"), which is adapted according to its characteristics.

To comply with requirements on transparency in the sector regulations, a "Report on Corporate Governance and Ownership Structure" is drawn up each year, containing a general description of the governance system adopted by the Group as well as information on the ownership structure, on the organisational model adopted pursuant to Legislative Decree No. 231 of 2001, and on the extent to which the Group complies with the Corporate Governance Code, including the main governance practices applied and the characteristics of the risk management and internal control system in relation to the financial reporting process.

The "Report on Corporate Governance and Ownership Structure" is published in the *Governance* – Governane Report section of the Company's website ([www.esprinet.com](http://www.esprinet.com)).

The Corporate Governance Code is available for consultation on the website of Borsa Italiana S.p.A. [www.borsaitaliana.it](http://www.borsaitaliana.it).

Pursuant to Article 70(8) and Article 71(1-bis) of the Issuers' Regulations published by CONSOB, the Board of Directors of Esprinet S.p.A. decided, on 21 December 2012, to exercise its right not to comply with the obligation to publish the information documents prescribed in the case of significant operations involving merger, demerger, capital increase through the contribution of assets in kind, acquisitions and transfers.

### 1. PROFILE OF ISSUER

Esprinet S.p.A. (hereinafter also "Esprinet" or the "parent company") and its subsidiaries (collectively the "Esprinet Group" or the "Group") operate in Italy, Spain and Portugal.

The Group is active in the "business-to-business" (B2B) distribution of Information Technology (IT) and consumer electronics and is today the largest distributor in Southern Europe and the 4th European operator, having implemented a strategy aimed entirely at pure "business-to-business" ICT distribution with the aim of achieving leadership in every country.

On the Italian market, the predominant activity is the distribution of IT products (hardware, software and services) and consumer electronics. In addition to the more traditional IT products (desktop PCs, notebook PCs, printers, photocopiers, servers, software packages, etc.) and related consumables (cartridges, tapes, toners, magnetic media), the Company also distributes tablets, mobile devices (smartphones) and related accessories, networking devices (modems, routers, switches), and digital and entertainment products such as TVs, cameras, video cameras, video games, MP3/MP4 players.

The Esprinet Group is active in the distribution of branded IT products (hardware and software), mobile telephony devices, as well as, through the subsidiary Celly S.p.A., in the wholesale distribution of accessories for the latter and is aimed at a customer base consisting of resellers who are end-user oriented, both of a "consumer" and "business" type. The geographical markets where it operates are Italy and the Iberian Peninsula.

The range of products marketed includes over 650 brands supplied by more than 200 primary standing technology manufacturers (vendors), including all the world's leading technology

manufacturers (HP, Apple, Samsung, Asus, Lenovo, Dell, Microsoft, Acer, Xiaomi, Epson, to name just a few).

The Group also distributes its own brand products in both geographic markets manufactured by third parties on order: these brands are Nilox, with which sports equipment and accessories for PCs are manufactured, and Celly with which mobile phone accessories are manufactured.

Customers, made up of the various types of IT resellers present in the Italian and Iberians markets, range from value-added resellers (VAR) to system integrators/corporate resellers, from dealers to shops (independent and/or affiliated stores), from major general and/or specialist retailers to sub-distributors.

Professional clients served in the B2B area in 2020 totalled approximately 31,000, of which approximately 20,000 were in Italy and approximately 11,000 in Spain.

Logistics activities are carried out at the 4 main logistics sites of Cambiago (MI), Cavenago (MB), Basiano (MI), and Zaragoza (Spain), all in leased properties, for a total of approx. 144,000 square meters (approx. 100,000 square meters in Italy and 44,000 square meters in Spain).

From a legal standpoint, the parent company Esprinet S.p.A. was founded in September 2000 following the merger of two leading Italian distributors, Comprel S.p.A. and Celomax S.p.A.

The Esprinet Group later assumed its current composition as a result of the carve-out of micro-electronic components from the parent company and of various business combinations and the establishment of new companies carried out over the years.

This report will refer to the "Italian Subgroup" and the "Iberian Subgroup".

At period end, Subgroup Italy includes not only the parent company Esprinet S.p.A., but also the companies it directly controls, V-Valley S.r.l., Celly S.p.A., Nilox Deutschland GmbH (in liquidation as at 16 September 2019) and 4Side S.r.l. (51% of which was acquired on 20 March 2019).

For the purposes of representation within the "Italian Subgroup", the subsidiary Celly S.p.A., a company active in the business-to-business (B2B) distribution of Information Technology (IT) and consumer electronics and, more specifically, the wholesale distribution of accessories for mobile phone devices, also comprises its wholly-owned subsidiary Celly Pacific LTD, a company governed by Chinese law operating in the same operating sector as the holding company.

As at the same date, the Iberian Subgroup was composed of the companies under Spanish and Portuguese laws operating in the Iberian Peninsula, namely Esprinet Iberica S.L.U. and its subsidiaries Esprinet Portugal Lda, Vinzeo Technologies S.A.U., V-Valley Iberian S.L.U. and GTI Software Y Networking S.A. acquired and consolidated as from 1 October 2020.

For the purposes of representation within the "Spain Subgroup", the subsidiary GTI Software Y Networking S.A. also includes its wholly-owned subsidiaries Optima Logistics S.L.U., Diode Espana S.A.U., Getix companhia de distribuição de software Lda e GTI Software & Networking SARLAU, consolidated as from 1 October 2020.

Esprinet S.p.A. has its legal and administrative headquarters in Vimercate, Italy (Monza and Brianza) and has its own logistic sites in Cambiago (Milan) and Cavenago (Monza and Brianza).

An adequate system of corporate governance, understood as a set of good governance rules governing the Company's ordinary and senior management, is essential for the development of economic and social activity and for credibility on domestic and foreign markets.

Corporate governance focuses not only on business risks and reputation but also on corporate social responsibility towards all stakeholders.

Esprinet's corporate governance structure is organised in accordance with the traditional management model referred to in Articles 2380 *et seq.* of the Italian Civil Code, and consists of a Shareholders' Meeting, the Board of Directors, which as the management body plays a central role in the Company's management structure, and the Board of Statutory Auditors, a controlling body independent of the Board of Directors. As required by law, external auditors registered in the relevant CONSOB register carry out a statutory audit of the accounts.

In conformity with the principles drawn up by the Corporate Governance Committee of Borsa Italiana S.p.A., the corporate governance system of the Esprinet Group was implemented via the adoption of codes, principles and procedures that govern the activities of all the Company's organisational and operational components; all of these are constantly audited and updated in order to respond in the most effective way to changes in legislation and operational procedures.

Esprinet S.p.A. comes within the definition of SME pursuant to Article 1, paragraph 1, letter w-quater 1) of the TUF and Article 2-ter of the CONSOB Issuers' Regulations.

The daily average capitalisation and turnover figures for the three-year period 2018, 2019 and 2020 are set out below.

Description	2020 euro	2019 euro	2018 euro
Average Capitalisation Value	283,509,354	184,630,700	209,552,125

Esprinet S.p.A. uses the services provided by Intesa Sanpaolo S.p.A. for specialist activities.

## 2. INFORMATION ON THE OWNERSHIP STRUCTURE (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 1 OF THE TUF) AS AT 1 MARCH 2021

### a) Share capital structure (pursuant to Article 123-bis, paragraph 1, letter a) of the TUF)

The Issuer's subscribed and fully paid-in share capital amounts to €7,860,651.00 divided into 50,934,123 ordinary shares (ISIN Code IT0003850929) with no indication of par value, representing 100% of the total share capital.

Table 1 attached hereto provides a detailed breakdown of the share capital.

There are no existing financial instruments that grant the right to subscribe for new shares nor are there any share-based incentive schemes that provide for increases of share capital, even free of charge.

### b) Restrictions on transfer of shares (pursuant to Article 123-bis, paragraph 1, letter b) of the TUF)

The Company's Articles of Association do not include any restrictions on the transfer of shares or any approval clauses.

### c) Significant investments in share capital (pursuant to Article 123-bis, paragraph 1, letter c) of the TUF)

Table 2 attached hereto shows parties that hold substantial investments, directly or indirectly, in the share capital according to the communications made pursuant to Article 120 of the TUF.

**d) Shares with special rights (pursuant to Article 123-*bis*, paragraph 1, letter d) of the TUF)**

There have been no issues and there are no holdings of shares with special rights of control. The Company's Articles of Association do not provide for the allocation of loyalty shares or multiple-vote shares.

**e) Employees' shares: mechanism for exercising voting rights (pursuant to Article 123-*bis*, paragraph 1, letter e) of the TUF)**

There are no mechanisms in place for exercising specific voting rights in the case of employee shares.

**f) Restrictions on voting rights (pursuant to Article 123-*bis*, paragraph 1, letter f) of the TUF)**

The Company's Articles of Association do not include any restrictions on the exercise of voting rights.

**g) Shareholders' agreements (pursuant to Article 123-*bis*, paragraph 1, letter g) of the TUF)**

On 6 July 2020, a shareholders' agreement (the "Agreement") was executed by Axopa S.r.l. and Francesco Monti ("Monti" and, jointly with Axopa, the "Contracting Parties" or "Parties") regarding ordinary shares (the "Shares") of Esprinet S.p.A. The Agreement took effect from 6 July 2020 and shall remain in force for a period of 3 years from its execution date, i.e. until 5 July 2023. In the event of succession mortis causa in relation to each of the original Parties to the Agreement, the successors in title will be automatically bound to the Agreement.

12,850,975 ordinary shares of Esprinet representing a total of 25.23% of the shares making up the entire share capital, are the subject matter of the Agreement.

The Parties to the Agreement are listed in the following table showing the number of Shares contributed by each Contracting Party:

Contracting Party	Shares Transferred	% of share capital divided into 50,934,123 ordinary shares	% of total shares that are the subject matter of the Agreement
Francesco Monti <sup>1</sup>	8,232,070	16.16%	64.06%
Axopa S.r.l.	4,618,905	9.07%	35.94%
<b>Total</b>	<b>12,850,975</b>	<b>25.23%</b>	<b>100%</b>

There are no Parties who have signed the Agreement and who individually, directly and/or through the Agreement, exercise control over the Company pursuant to the relevant primary and secondary regulations and in particular pursuant to Article 93 of the TUF.

With the Agreement, the Parties involved have established (i) a Voting Syndicate for the appointment of the members who make up the corporate bodies of the Company for the entire duration of the Agreement, in compliance with the regulations in force and the provisions of the

<sup>1</sup> Holder of the usufructuary right for all the shares that are the subject matter of the Agreement.

Articles of Association of the Company, (ii) a commitment of prior consultation, also through the Secretary of the Agreement (as defined below), before the holding of each ordinary and/or extraordinary meeting, in order to verify the possibility of standardising the casting of the right to vote at the Shareholders' Meeting ("Preventive Consultation") and (iii) a disclosure obligation, also through the Agreement Secretary (as defined below), in the event of a transfer of Shares to third parties for any reason, partially or in full ("Disclosure Obligation").

### **Voting syndicate**

#### Board of Directors

For the entire duration of the Agreement, the Parties have undertaken to exercise their respective rights arising from the Shares conferred by the Agreement in order to jointly submit, and vote on, a single list for the renewal of the Board of Directors of Esprinet that includes the following names:

- (i) Maurizio Rota;
- (ii) Marco Monti;
- (iii) Alessandro Cattani

The Parties agree, for the entire duration of the Agreement and within the limits permitted by law, to do everything in their power to ensure that the following subjects are appointed: (i) Maurizio Rota as non-executive Chairman of the Board of Directors; (ii) Marco Monti as Deputy Chairman of the Board of Directors and (iii) Alessandro Cattani as Chief Executive Officer.

In order to complete the list for the renewal of the Board of Directors, the Parties have undertaken to identify the additional candidates – in compliance with the laws, regulations and the Corporate Governance Code in force from time to time – within 5 days prior to the deadline for the presentation of the lists as required by the articles of association of Esprinet.

If, for the entire duration of the Agreement, one or more members of the Board of Directors are to be replaced, the Parties undertake to consult each other in order to jointly identify and vote, at the Shareholders' Meeting, the candidate for replacement.

#### Board of Statutory Auditors

For the entire duration of the Agreement, the Parties undertook to exercise their respective corporate rights deriving from the Shares conferred in this Agreement so as to jointly submit, and vote only, a single list for the renewal of the Board of Statutory Auditors of Esprinet, thus composed of:

- (i) 1 effective member, who will hold the position of Chairman, upon joint designation of Monti and Axopa;
- (ii) 1 standing member and one alternate member appointed by Monti;
- (iii) 1 standing member and one alternate member appointed by Axopa.

If, for the entire duration of the Agreement, one or more members of the Board of Statutory Auditors must be replaced, the Parties agree to jointly propose and vote at the Shareholders' Meeting the replacement candidate indicated on the proposal from the Contracting Party who had appointed the discontinued auditor.

For the entire duration of the Agreement, the Parties appoint by mutual agreement the Secretary of the Agreement (the "Secretary of the Agreement"), who is entrusted with the task:

- (i) to provide communications as part of the Disclosure Obligation;
- (ii) to provide for the compilation and the formalities for the presentation of the lists;
- (iii) to arrange for consultation with the Parties as part of the Prior Consultation.



Each Party has undertaken not to carry out, directly or indirectly, further purchases of Shares, such as to give rise to a public purchase offer obligation for the Contracting Parties.

**h) Change of control clauses (pursuant to Article 123-*bis*, paragraph 1, letter h) of the TUF) and provisions in the Articles of Association governing Takeover Offers (pursuant to Articles 104, paragraph 1-*ter*, and 104-*bis*, paragraph 1 of the TUF)**

Long-term loan agreements, as well as the securitisation agreement entered into in July 2018 to support the programme of disposals of trade receivables up to a maximum of €100.0 million over three years, contain, as is standard practice, certain clauses that could result in the early extinction of, or the inability to dispose of, future trade receivables in the event of a "key manager exit" or a "change of control".

As is customary, agreements for the supply of goods for resale entered into with the main suppliers contain change of control clauses allowing suppliers to terminate such contracts or modify them in the event of changes to Esprinet's control structures.

Supply of goods and services agreements entered into with the main customers do not contain change of control clauses enabling customers to terminate such contracts or modify them in the event of changes to Esprinet's control structures.

The Chief Executive Officer Alessandro Cattani alone, due to the nature of his position, is also awarded a fixed amount of €3.5 million if one of the following conditions occurs during his mandate: (i) approval by the Shareholders' Meeting of an operation to demerge or merge the Company; (ii) launch of a Takeover Offer for shares of the Company, enabling the offeror to hold the majority of the share capital, directly or indirectly, also taking into account shares held by parent companies or subsidiaries and/or by parties to any shareholders' agreement to which the offeror or its shareholders are also parties.

However, the remuneration policy submitted to the binding vote of the Shareholders' Meeting, also convened for 7 April 2021, provides for the cancellation of the aforementioned Golden Parachute.

The current Articles of Association do not derogate in any way from the provisions governing TOs pursuant to Articles 104 and 104-*bis* of the TUF.

**i) Authorisation to increase the share capital and to purchase treasury shares (pursuant to Article 123-*bis*, paragraph 1, letter m) of the TUF)**

No powers are currently granted to the management body to increase the share capital.

**Authorisation to purchase treasury shares**

On 25 May 2020, the Shareholders' Meeting revoked, pursuant to and by effect of Article 2357 of the Italian Civil Code, the authorisation for the purchase of treasury shares granted by the Ordinary Shareholders' Meeting of 8 May 2019, by virtue of which purchases were made for a total of 1,470,217 ordinary shares, representing 2.81% of the share capital.

The Extraordinary Shareholders' Meeting also approved the cancellation of these shares without reducing the share capital.

The aforementioned revocation of the authorisation to purchase treasury shares did not concern the authorisation to dispose of treasury shares in the portfolio resolved by the Shareholders' Meeting of 8 May 2019.

As of today, the Company holds 1,150,000 treasury shares, equal to 2.26% of the share capital, purchased on the basis of the previous Company share purchase programmes and servicing the long-term incentive plans implemented by the Company.

Subsidiaries do not hold treasury shares, even through trust companies or third parties.

#### **I) Management and coordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code)**

At the Date of this Report, the Issuer is not subject to management and coordination by third parties, within the meaning of Article 2497 et seq. of the Italian Civil Code; the Issuer manages and coordinates all the subsidiaries under its control.

It is specified that:

- the information required under Article 123-bis, paragraph i) concerning the existence of any agreements between the Company and directors which provide for compensation in the event of resignation or dismissal without just cause or if the relationship terminates as a consequence of a public Takeover Offer is provided in the Remuneration Report published in accordance with Article 123-ter of the TUF;
- the information required under Article 123-bis, paragraph l) ("*provisions governing the appointment and replacement of directors...and amendments to the Articles of Association, if they differ from the supplementary legislative and regulatory provisions in force*") is provided in the section dedicated to the Board of Directors, paragraph 4.1 of this Report.

### **3. COMPLIANCE (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER A) OF THE TUF)**

The Company adopts a corporate governance model in line with the principles and criteria contained in the Code accessible by the public on the Borsa Italiana website at <http://www.borsaitaliana.it/comitato-corporate-governance/codice/codice.htm>.

At the date of this Report, no decision has been made to adopt codes of corporate governance other than that proposed by Borsa Italiana S.p.A.

At the time of writing, to the best of the knowledge of the Issuer's Directors, there are no non-national regulatory measures in existence that can influence the corporate governance structure of Esprinet S.p.A. and its Italian subsidiaries.

### **4. BOARD OF DIRECTORS**

#### **4.1 Appointment and replacement (pursuant to Article 123-bis, paragraph 1, letter l) of the TUF)**

The appointment and replacement of directors are governed by Article 13 of the Articles of Association, as last amended on 8 February 2021 to align with the regulations on gender balance to be applied to the management and control bodies of listed companies in accordance with the provisions of Law no. 120 of 12 July 2011, transposed with Articles 147-ter, paragraph 1-ter and 148, paragraph 1-bis, of Italian Legislative Decree no. 58 of 24 February 1998.

The afore-mentioned Article 13 of the Articles of Association provides that the resolutions for the election of corporate officers must be taken on the basis of an open vote, with the majorities required by law and by the Articles of Association, using list voting.

The members of the Board of Directors are elected, with respect of the equality of the genders required by the applicable law, on the basis of candidate lists, listed in progressive order, submitted by the Board of Directors or by the sponsoring shareholders, who alone or in conjunction with other shareholders represent, as of the date the list is submitted, at least one fortieth of the share capital or any different amount established by law, and who in any case satisfy any other conditions set by law.

The lists must be filed at the company's registered office at least twenty-five days prior to the date of the meeting on single call or at first call, without prejudice to any shorter deadline set by law. The Board of Directors' list, if submitted, shall be filed at the Company's registered office by the thirtieth day prior to the date of the meeting and made the subject of publicity formalities required by law.

The lists must state which candidates qualify as independent, as defined by law for Directors of listed companies. Each list must be accompanied by declarations in which the nominees accept their candidacy and confirm that there are no grounds for ineligibility or disqualification, that they meet any conditions set by law or the Company by-laws and (if applicable) that they qualify as independent.

The lists that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in accordance with the applicable regulations on gender balance.

To demonstrate ownership of the number of shares required for the submission of lists, shareholders must file within the term envisaged by the norms in force for the publishing of the lists by the Company, a copy of the shareholding certificates issued by the authorised intermediaries.

Lists submitted in violation of the by-laws will be treated as never submitted.

Each shareholder, as well as shareholders belonging to the same group – with this meaning the entity exercising control, subsidiaries and companies controlled by the same parent entity, or those affiliated pursuant to Article 2359 of the Italian Civil Code – and shareholders entered, also via subsidiaries, in an agreement under Article 122 of Legislative Decree No. 58/1998 concerning the Company's shares, cannot present, not even via third parties or trustee companies, more than one list. Control exists, also with reference to entities that are not corporations, in the cases envisaged by Article 93 of Legislative Decree No. 58/1998.

Each candidate may appear on one list only or will otherwise be disqualified.

Each eligible party may vote for one list only.

One member of the Board of Directors (who must satisfy the conditions of reputability and professional qualifications per Article 148, paragraphs III and IV of the Consolidated Finance Act) is drawn from the minority list obtaining the highest number of votes which is in no way associated, even indirectly, with the shareholders who submitted or voted for the winning list. For the purposes of selecting the winning candidates, account is not taken of lists that fail to obtain a percentage of votes equal to at least half that required for the submission of lists.

All other members of the board are drawn from the list obtaining the highest number of votes, in the order in which their names appear on the list, and at least two of them (or any higher number required by the laws in effect when the lists are submitted) must meet the legal definition of independent as established for the directors of listed companies.

If, when the candidates are elected in the manner described above, the presence of the necessary number of Directors who meet the independence requirements established by law for the directors of listed companies is not met, the candidate who does not meet the independence requirements established by law for directors of listed companies elected last in progressive order on the list receiving the most votes will be replaced by the first candidate who meets the independence requirements established by law for directors of listed companies not elected from

the same list in progressive order. If this procedure does not ensure the necessary number of Directors who meet the independence requirements established by law for directors of listed companies, the replacement will take place with a resolution approved by a relative majority, after the submission of candidacies by persons who meet the independence requirements established by law for directors of listed companies.

In case the Board of Directors' composition, even after the fulfilment of the procedure written above, does not respect the prescriptions required by the law in order to guarantee the equality of the genders, the last elected candidate of the majority list, according to the sequential number in which the candidates are indicated, belonging to the gender more represented, will be automatically replaced by the first not elected candidate of the same list and belonging to the gender less represented. This procedure will be applied as long as the composition of the Board of Directors will be respectful of the prescriptions required by the applicable law in order to guarantee the equality of the genders. In the event of the procedure's inability to guarantee the equality of the genders required by the applicable law, the replacement will be adopted by the Shareholders' meeting resolution. This resolution will be adopted with simple majority by means of submission of candidates belonging to the gender less represented.

In the case of a tie vote between two or more lists, all right-holders present at the shareholder meeting proceed with a new vote between these lists. The candidates on the list achieving the majority of votes – excluding abstentions from the calculation – are the ones elected.

If only one list has been submitted, the Shareholders' Meeting shall vote on it and if it obtains a majority, the candidates listed in progressive order up to the number set by the Shareholders' Meeting shall be elected subject to the obligation for the Shareholders' Meeting to organise the appointment of a number of Directors who meet the independence requirements established by law for the directors of listed companies while respecting the balance between sexes based on regulations in force from time to time.

In the absence of lists, or if the number of directors elected on the basis of lists submitted is less than that determined by the Shareholders' Meeting, members of the Board of Directors over and above those elected on the basis of any submitted lists up to the number of directors determined by the Shareholders' Meeting, shall be appointed by the Shareholders' Meeting with a legal majority, in order to ensure the necessary number of directors meeting the independence requirements established by law for the directors of listed companies, as well as compliance with legislation in force regarding gender balance.

Pursuant to Article 144-quater of the Issuers' Regulations, CONSOB published its Resolution 44 of 29 January 2021, specifying the percentage of shares required for submitting lists of candidates for election of management and control bodies and, in the Company's case, a minimum stake of 2.5% in the share capital was required.

With the exception of the rules specified in the TUF, the Issuer is not subject to other sectoral rules or provisions concerning the composition of the Board.

### **Succession plans**

In 2013, the Company adopted a continuity and succession plan for key managers in the most senior positions at the Esprinet Group, i.e. the executive directors of Esprinet S.p.A. and managers with strategic responsibilities identified within the Group.

The aim of the plan, as well as preventing "key management risk" by identifying a series of measures to minimise the likelihood of the unexpected loss of a Director due to resignation, dismissal, illness, death, interdiction, arrest, etc., is also to define appropriate procedures to ensure effective and timely substitution, thus restoring normal business operating conditions.

It is one of the risk oversight procedures adopted as part of the internal control system and, as such, was approved by the CEO on the basis of current operating practices and drafted with the support of the Head of Internal Audit.

Following the favourable opinion of the Nomination and Remuneration Committee, the Board of Directors adopted the aforementioned plan for succession, which provides for specific mechanisms in the event of provisional or permanent replacement of the key managers of the Esprinet Group ahead of the ordinary expiration of their mandates.

Any variations and additions, as well as an at least annual review, will be adopted in accordance with the procedure outlined above.

#### 4.2 Composition (pursuant to Article 123-*bis*, paragraph 2d) and d-bis of the TUF)

Pursuant to Article 14 of the Articles of Association, the Board of Directors of Esprinet S.p.A. is composed of 7 to 13 members, as determined by the Shareholders' Meeting. These members remain in office for up to three financial years or for a lesser period determined when they are appointed. They may be re-elected, and their term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their term of office.

At the date of the Report, the Board of Directors is composed of 11 members appointed for three financial years by the Shareholders' Meeting of 4 May 2018, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2020.

At the time of appointment of the Board of Directors, only one list of candidates was submitted by shareholders Francesco Monti, Paolo Stefanelli, Tommaso Stefanelli, Matteo Stefanelli, Maurizio Rota and Alessandro Cattani, who collectively held 17,095,016 Esprinet ordinary shares (of which 6,174,051 rights of usufruct were held by Francesco Monti and 2,625,458 rights of usufruct by Maurizio Rota), equal to 32.62% of the voting capital.

The proposing shareholders Francesco Monti, Paolo Stefanelli, Tommaso Stefanelli, Matteo Stefanelli, Maurizio Rota and Alessandro Cattani participated in a significant shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998 concerning 16,819,135 ordinary shares of Esprinet S.p.A., representing a total of 32.095% of the shares representing the entire share capital.

Pursuant to the laws in force on balanced gender representation, the proposed list included candidates from both genders.

The above list was accompanied by certificates issued by intermediaries proving their title to the number of shares represented, declarations of each candidate attesting possession of the legal requisites for the office of director and acceptance of the candidacy, and curricula vitae disclosing the personal and professional characteristics of each candidate. This documentation is still available for consultation on the Company's website ([www.esprinet.com](http://www.esprinet.com)) in the section Investors – Shareholders' Meeting 2018.

The Board of Directors appointed by the Shareholders' Meeting was composed as follows:

- |                       |                         |
|-----------------------|-------------------------|
| 1. Maurizio Rota      | Chairman                |
| 2. Alessandro Cattani | Chief Executive Officer |
| 3. Valerio Casari     | Managing Director       |
| 4. Marco Monti        | Non-executive director  |
| 5. Tommaso Stefanelli | Non-executive director  |
| 6. Matteo Stefanelli  | Non-executive director  |

7. Mario Massari	Independent Director
8. Renata Maria Ricotti	Independent Director
9. Cristina Galbusera	Independent Director
10. Chiara Mauri	Independent Director
11. Emanuela Prandelli	Independent Director
12. Ariela Caglio	Independent Director

Directors Mario Massari, Renata Maria Ricotti, Cristina Galbusera, Chiara Mauri, Emanuela Prandelli and Ariela Caglio declared that they met the requirements for independence established pursuant to the combined provisions of Article 147-ter, paragraph 4, and Article 148, paragraph 3, of the TUF, as well as Article 3 of the Corporate Governance Code promoted by Borsa Italiana.

In July 2020, Valerio Casari, after working for the company for twenty years, resigned from his position as Managing Director and Group Chief Financial Officer of Esprinet S.p.A. due to personal reasons, as well as from any other office, function and role held in Esprinet and any other company in the Esprinet Group.

The Board of Directors of Esprinet S.p.A. thanked and expressed deep gratitude to Valerio Casari for his commitment and the important contribution made in recent years and accepted his resignation.

Following the resignation of Director Valerio Casari, the Board of Directors gave the Chairman an exploratory mandate for identifying possible candidates to the position of director to replace Valerio Casari.

After carrying out some consultations with possible candidates, considering that the Shareholders' Meeting for the appointment of the Board of Directors was forthcoming, the Board of Directors decided not to co-opt a new member, deferring the appointment of the new member to the Shareholders' Meeting resolution.

The Secretary of the Board of Directors is Manfredi Vianini Tolomei of Studio Chiomenti in Milan.

Number of meetings held during the Period:

Board of Directors:	14
Control and Risks Committee:	5
Nomination and Remuneration Committee:	6

Details are given below about the personal and professional characteristics of the individual members of the Board of Directors.

**Maurizio Rota:** born in Milan on 22 December 1957, founder of the Company and Chairman of the Esprinet Group.

After his initial professional work experience as the Sales Manager of companies operating in the IT sector, he founded Micromax in 1986 and became Chairman. Until 1999 he was responsible for the Company's development and consolidation, with a particular emphasis on relations with leading manufacturers and making important contributions towards the success of the company's commercial strategies. In 2000, with the creation of Esprinet from the merger of Celo, Micromax and Comprel, he became Chief Executive Officer and then Vice-Chairman and Chief Executive Officer.

He is currently a member of the board of directors of Celly S.p.A., which is part of the Esprinet Group.



Maurizio Rota combines strategic vision with operational capability. He has always had a strong drive for innovation and a superior ability to anticipate market trends, which he knows how to translate into opportunities for value creation.

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 6 June 2000

**Alessandro Cattani:** born in Milan on 15 August 1963 and graduated in Electronic Engineering from the Politecnico di Milano in 1990. Obtained a Master's with distinction in 1992 from the SDA Bocconi School of Management.

In the mid-1980s, when he was still a university student, he began his professional career, and only two years later became Sole Director of the IT services company of an Italian industrial group producing food plants, where he was head of management control reporting directly to senior management.

After graduating, he launched his own management consultancy, specialising in management control and sales network management for industrial and IT companies. His clients included the Italian subsidiary of Hewlett Packard, for which he delivered financial training to the network of sellers and marketers operating in the distribution channel represented by resellers and distributors.

From 1996, he carried out work for Comprel, Celo and Micromax, before coordinating, as project manager, the merger and integration plan that led to the creation of Esprinet S.p.A. in 2000. He became Chief Executive Officer of the company in November of that year.

He coordinated the process that resulted in Esprinet's listing in 2001.

Later on, he was involved in carrying out and integrating acquisitions that would make the Esprinet Group one of the biggest technology distributors in Europe.

He has written articles in specialised technology journals and publications on management techniques and management control.

He is currently Chairman of the Board of Directors of Esprinet Iberica S.l.u. and Vinzeo S.A.U., and is a member of the Boards of Directors of Celly S.p.A. He is a non-executive director of Agrati S.p.A., one of Europe's biggest producers of high-resistance hardware.

From 2001 to 2003, he sat on the National Governing Council of AISLA, the Italian Association of Amyotrophic Lateral Sclerosis.

Alessandro Cattani summarises and interprets the Group's international profile, having played a key guiding role in its transformation from a purely domestic entity to a player with pan-European standing, thanks to his orientation towards innovation management and his particular talent for developing international relations.

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 6 June 2000

**Marco Monti:** born in Milan on 16 April 1978. A member of the Company's Board since 2009.

He graduated in Telecommunications Engineering from the Politecnico di Milano in 2003 and was awarded a Master's degree in Corporate Finance and Management Control by the University of Pisa in 2018.

He has developed his career in the information technology sector, taking on a range of management roles at Infoklix S.p.A., one of Italy's biggest value-added resellers, operating in the segment of ICT solutions and services.

Starting with jobs in web marketing, he took on gradually increasing levels of responsibility before assuming the role of Marketing Director.

He subsequently became General Manager of a spin-off selling CAD (Computer Aided Design) software solutions.

He is currently Chairman of the Board of Directors of the family holding company, Montinvest S.r.l. and is responsible for the strategic allocation of financial investments.

- Date of last appointment: Shareholders' Meeting of 4 May 2018

- Date of first appointment: Shareholders' Meeting of 28 April 2009

**Matteo Stefanelli:** Born in Milan on 2 January 1975. Graduated with distinction in modern literature from the Università Cattolica del Sacro Cuore, Milan, in 2001.

In 2005, he was awarded a research doctorate in the history and forms of representation and consumption of the media by the Department of Communication Sciences and Performing Arts at the Catholic University of Milan. He is a contract Professor at the Catholic University of Milan, where he carries out research and media consultancy at the OssCom research centre, and at the University of Bergamo. A researcher and entrepreneur, he analyses consumption processes, with a particular focus on visual communication, and the social uses of technologies and product innovation in the areas of management software and online publishing. He advises on communications and the organisation of cultural events, with particular reference to the cross-media content festival sector. He has given demonstrations, presentations on TV programmes and been involved in editorial projects, including reviews and book series. He has published essays on media analysis in scientific volumes and reviews in Italy and abroad and has made numerous journalistic contributions. From 2013 to 2017 he was Chairman of the Board of Directors of S4GV SA, a Swiss software solutions company for "supply chain visibility". He is currently Chairman of Fumettolab S.r.l., a company that produces information and content for publishing and illustration, and Vice-Chairman of Fondazione Edu, which is active in international cooperation in Africa.

- Date of last appointment: Shareholders' Meeting of 4 May 2018

Date of first appointment: Shareholders' Meeting of 28 April 2009 until approval of the financial statements at 31 December 2011.

**Tommaso Stefanelli:** born in Milan on 19 January 1982, he graduated with distinction in Medicine and Surgery from the Catholic University of Milan in 2007. After his medical specialisation in internal medicine acquired in 2012, he began biomedical research and development in multinational pharmaceutical companies, assuming roles of increasing managerial responsibility at the national and international levels. He has co-published full scientific papers in peer-to-peer journals on topics relating to biotechnological and medical research in the fields of immunology and internal medicine.

Alongside his medical career, he has had a range of entrepreneurial experience, mainly in the area of "the internet of things" and new healthcare technologies. He is currently a member of the Board of Directors of SmartRes S.p.A., an Italian company that produces RFID-NFC technology using proprietary technology.

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 30 April 2015

**Mario Massari:** Born in Varese on 10 March 1951. Graduated in business economics from the Università Commerciale L. Bocconi di Milano. He is a Professor of Corporate Finance at the Università L. Bocconi di Milano, where he also teaches Business Valuation and Financial Management.

He was a Professor of Industrial Technology at the Università Cattolica di Milano and Università Ca' Foscari di Venezia, Director of the Institute of Administration, Finance and Control at the Università Bocconi from 2003 to 2007 and Director of the Finance Department from 2010 to 2013.

He is a member of the Steering Committee of the OIV (Italian Valuation Body) and the AIDEA (Italian Academy of Business Economics).

He is also Deputy Director of the journal *La Valutazione delle Aziende* ("Business Valuation").

He has written numerous books and publications on the subject of corporate finance, M&A and business valuation.

He is a chartered accountant and auditor.

He is registered on the Court of Milan's Register of Expert Consultants for Judges.



He sat on the Committee for "Simplification of the Italian financial market", established by CONSOB in 2011, and on the Steering Committee of CreSV (the Sustainability and Value Research Centre of the Università Bocconi) (2009-2014).

He was a financial consultant for the Steering Committee of the Milan Stock Exchange, on various subjects pertaining to expert valuations, and a consultant for CONSOB (the Italian companies and markets regulator) on subjects pertaining to corporate finance and companies.

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 28 April 2009

**Renata Maria Ricotti:** born in Casteggio (PV) on 28 September 1960 and graduated in Corporate Finance (magna cum laude) from the Università Commerciale di Pavia. She is currently a partner/Senior Counsel of Cernelutti Studio Legale Associato. She is a member of the Company's tax department, where her work focuses on national and international taxation, corporate taxes and tax litigation.

She has been particularly active in assisting the top management of industrial and commercial companies in reorganisations and mergers and acquisitions on a national and international level. She has recently assisted multinationals in the electronics, pharmaceuticals, financial services and clothing sectors.

She has been a member of the Association of Chartered Accountants and Tax Experts since 1986 and of AGN International (Accountants Global Network). She is also a member of the Marisa Bellisario Foundation which supports female entrepreneurship, a member of the "Ready-For-Board Women" (RFBW) project launched by PWA Milano (part of the European network of professional women) and a member of Nedcommunity, the first Italian community of non-executive and independent directors.

She is a director and auditor of various Italian and international companies.

- Date of first appointment: Shareholders' Meeting of 4 May 2018

**Cristina Galbusera:** born in Morbegno on 30 March 1952.

After completing her higher education, she began her career at the family business, La Galbusera S.p.A., where she took on increasing responsibility, first in administration (purchasing department, supplier accounts, general accounts, banking and treasury) and subsequently in management control (evaluation and planning of production costs). Since then she has held various other positions in the area of sales and marketing, particularly within the retail business of the Galbusera Group.

She was a member of the Board of Galbusera S.p.A. Until December 2011, she was a member of the Board of Directors of the Sondrio subsidiary of the Bank of Italy. She is currently Sole Director of property companies Quattrosorelle S.r.l. and Unigal S.r.l. and an Independent Director of Banca Popolare di Sondrio S.c.p.A. She is also Chair of the Lecco and Sondrio branches of Confindustria. She is a member of the Board of Directors of "Casa do Sol", an association created to provide a space for the support and training of the most disadvantaged families in the favelas of Salvador di Bahia in Brazil, and is a supporting member of "La Centralina" in Morbegno, an association active in the rehabilitation of drug addicts.

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Board of Directors' meeting of 28 January 2013

**Chiara Mauri:** born in Lecco on 6 June 1956 and graduated in Corporate Finance from the Bocconi University in Milan.

Chiara Mauri is Full Professor at LIUC Carlo Cattaneo University, where she is Deputy Director of the School of Economics and Management. She is an adjunct professor at Bocconi University and the Université Savoie Mont Blanc; and in the latter she is also a member of the Conseil de Surveillance.

She is a member of the Executive Board of the Italian Marketing Society (Società Italiana di Marketing).

At SDA Bocconi, she was Director of the Master of Management in Food & Beverage (MFB) from 2013 to 2016, Director of the Executive Master in Marketing & Sales (EMMS) from 2006 to 2011, Director of the catalogue courses of Area Marketing (2000-2006), Director of the Master in Marketing & e-Commerce MiMeC from 2000 to 2003. She has carried out research and training projects with some of the most important Italian and international companies.

Her research focuses on three key areas: retail management, of which she has explored many aspects such as category management, assortment management, loyalty cards and loyalty networks. The second area relates to marketing: brand management, sales promotion, kids' marketing, consumer shopping behaviour, multichannel customer management. She was also in charge of branding and destination management.

She is the author of numerous essays and articles concerning the topics she has written on. Her work has been published in important journals such as *Psychology & Marketing*, *European Management Journal*, *International Review of Retail, Distribution and Consumer Research*, *International Journal of Management and Marketing Academy*, *International Journal of Tourism Research*, *International Journal of Hospitality Management*, *Mercati e Competitività*. In 2020, she won the *Psychology & Marketing* Best Paper Award and in 2007 she won the award for best article in the journal *Mercati e Competitività*. She is a member of the editorial board of *Journal of Retailing and Consumer Services*, *International Journal of Marketing and Management* and *Mercati e Competitività*. She has been Visiting Professor at many international universities such as the Savoie Mont Blanc University and the Autonomous University of Barcelona, and Visiting Scholar at Harvard Business School and Arizona State University. At the Valle d'Aosta University, she was Director of the Department of Economic and Political Sciences from 2009 to 2016. She is a founding member of the International Place Branding Association (2016).

She is currently a member of the Board of Directors of Colorificio San Marco S.p.A. (industrial paint sector).

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 9 May 2012.

**Emanuela Prandelli:** born in Lecco on 17 July 1970. Graduated with distinction in business economics from the Università Commerciale L. Bocconi di Milano in 1993. She obtained a Ph.D in business economics and management from the Università Bocconi in 2001. She is currently Associate Professor of the Department of Management and Technology at Bocconi University. She is also Senior Professor, Marketing Area, of the SDA Bocconi School of Management, where she is Director of the Master in Fashion, Experience & Design Management (MAFED) and teaches Innovation Management, Digital Strategy and Technology Marketing. She has directly implemented and coordinated numerous programmes to order related to subjects such as eBusiness and digital marketing, innovation and marketing management, for many industrial and services companies including IBM, Philips, Tim and Vodafone.

She was a Research Assistant at the Kellogg School of Management at Northwestern University, where she returned as a Visiting Professor, a Research Fellow at the Management Department of St. Gallen University and Visiting Professor at WU, Wirtschaftsuniversität Wien (Vienna University of Economics and Business).

She has won a number of academic prizes, including the Prize for Research Excellence awarded by the Università Bocconi (2014) and the "Innovation Excellence – 2011 Award" – Bespoke Management Training for Companies Division (2012).

Her areas of scientific and research interest are wide-ranging, spanning from digital strategy to the impact of digital technologies on innovation processes, social media marketing, customer loyalty, strategic management and communication & marketing management.

She has published numerous books and articles in Italy and abroad in journals such as *MIT Sloan Management Review*, *California Management Review*, *Journal of Marketing*, *Journal of Marketing*

Research, Journal of Interactive Marketing, Strategic Organization, Journal of Business Venturing.

She is currently an Independent Director of Tod's S.p.A. (a company listed in Borsa Italiana S.p.A.).

- Date of last appointment: Shareholders' Meeting of 18 April 2019
- Date of first appointment: Shareholders' Meeting of 30 April 2015.

**Ariela Caglio:** born in Bergamo on 20 January 1973 and graduated "cum laude" in Corporate Finance from Università Bocconi in Milan with a Ph.D in Business Administration and Management in 2000.

She is an Associate Professor of Planning and Control and Director of the Bocconi-ESSEC Double Degree at Università Bocconi as well as senior Professor of the SDA Bocconi School of Management.

She has gained over fifteen years of experience teaching – including in MBA and executive programmes – subjects such as business planning and budgeting, performance measurement and management and cost accounting.

She was also a Visiting Professor at prestigious international institutions such as the London School of Economics and Political Science (LSE) and the University of Manchester.

Her skills and research and professional interests relate to the following main areas: performance assessment and planning and control systems; Sustainability and Integrated Reporting; inter-organisational control mechanisms, particularly with regard to companies that collaborate along the supply chain; remuneration and incentive systems.

She has published for prestigious academic and professional journals, both nationally and internationally, including Accounting, Organisations and Society, Management Accounting Research, European Accounting Review, and the Journal of Accounting and Public Policy. She is a member of the Management Committee of the European Accounting Association (EAA) and an advisor to the United Nations (UNCTAD-United Nations Conference on Trade and Development) on sustainability reporting.

She has also participated in the Ready4Board Women project. She is currently an Independent Director of COIMA RES S.p.A. SIIQ (a company listed in Borsa Italiana S.p.A.).

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 4 May 2017

### **Diversity policies**

On 21 December 2017, the Board of Directors asked the Nomination and Remuneration Committee to express an opinion on whether the Company should adopt a policy regarding the diversity of the management, administration and control bodies, pursuant to Article 123-bis, paragraph 2d-bis) of the TUF.

The policy was approved by the Board of Directors at the proposal of the Nomination and Remuneration Committee on 21 March 2018, taking into account (i) the size of the Company, (ii) the ownership structure, (iii) the complexity and specificity of the business sector in which Esprinet operates and, with particular reference to the administrative body, (iv) the size of the Board of Directors and (v) the experience of the Board with regard to the activities and operating methods of the Board and its internal committees as well as the results of the self-assessment processes carried out annually.

This is aimed in particular at persons involved in the process of selecting and appointing members of the Board of Directors of the Company and therefore:

- shareholders who, pursuant to law and the Articles of Association, intend to submit lists of candidates for appointment to the Board of Directors and the Board of Statutory Auditors;
- the Shareholders' Meeting called to appoint the Board of Directors and the Board of Statutory Auditors;

- the Company's "outgoing" Board of Directors, if – during a reshuffle of the Board of Directors – it intends to submit its own list of candidates;
- the Company's Board of Directors, as well as shareholders, in the event that – during their term of office – it becomes necessary to replace a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.

The requirements of integrity and independence and the situations of incompatibility and/or revocation established by law and the Articles of Association shall in any case apply.

The following is a description of the diversity policy adopted and applied in relation to the composition of the Board of Directors.

### **1. Size of the Board of Directors**

Pursuant to the Articles of Association, the number of members on the Board of Directors is determined by the Shareholders' Meeting and ranges from seven to thirteen members.

Notwithstanding the above, the number of members on the Board of Directors must allow an adequate balance of the skills and experience required by the size of the Company and the nature and complexity of the Company's activities, including within internal committees.

Any increase in the number of members on the Board of Directors should be instrumental in allowing a further enrichment of the characteristics, skills and professionalism present on the Board, as indicated below.

### **2. Professionalism, competence and experience requirements**

With regard to professionalism requirements, in line with the recommendations of the Corporate Governance Code for Listed Companies:

- at least one member should have adequate knowledge and experience of finance or remuneration policies;
- at least one member should have adequate accounting, financial or risk management experience.

Notwithstanding the above, the Board of Directors should ensure the presence of persons with expertise in at least some of the following areas:

- a) marketing and sales;
- b) finance, administration and management control;
- c) *information technology*, digital technologies and innovation;
- d) logistics;
- e) legal and tax matters.

The combination of diverse and complementary skills and experience promotes dialogue and the efficient and the effective functioning of the Board.

It is also hoped that the majority of directors will have an appropriate knowledge of the English language to allow a correct understanding of written texts and, therefore, to ensure the possibility of adopting resolutions directly relating to documents in the English language, taking into account the Esprinet Group's international profile.

### **3. Age & seniority of office**

The Board of Directors should include individuals of various ages, generations and seniority, in line with the best market practice of listed companies, in order to promote the creation of a fair balance between experience, continuity, innovation focus and risk appetite.

### **4. Gender**

The Board of Directors should have adequate gender representation, in compliance with current legislation and the Company's Articles of Association.

## 5. Adoption, implementation and changes to the Policy

The Policy is adopted by the Board of Directors at the proposal of the Nomination and Remuneration Committee.

The Board of Directors is required to support the adoption of the Policy and to verify and assess how the Policy is implemented and to monitor its results during the reference period, including for the purpose of producing a description of the Policy to be produced annually in the Corporate Governance and Ownership Report.

Any amendments or revisions to the Diversity Policy are approved by the Board of Directors, at the proposal of the Nomination and Remuneration Committee, also taking into account the results of the Board of Directors' annual self-assessment.

### Maximum number of positions held in other companies

The three-year term of office of the Board of Directors appointed by the Shareholders' Meeting of 31 December 2020 will come to an end at the Shareholders' Meeting called to approve the financial statements as at 4 May 2018.

In this regard, the Board, at the recommendation of the Nomination and Remuneration Committee, in its report on the proposed resolution to appoint the new executive body, defined general criteria about the maximum number of positions; with regard to the non-executive directors, it deemed a number of 4 (four) to be appropriate as the maximum number of positions that can be held in companies with shares listed on the stock market, while for other types of position no specific limit was defined, with individual directors left to verify the possibility of exercising the mandate: however, with regard to the executive directors, the report showed that the parameters might be different from those set out above, also in view of the type of business conducted by the company in which the post is held.

The following table lists the directorships and control positions each director held at 31 December 2020 in companies belonging to the Esprinet Group, in companies listed on regulated markets (including foreign markets), in financial companies, banks, insurance companies or companies of a significant size.

Name	Position	Company
Maurizio Rota	Director	Celly S.p.A. <sup>(1)</sup>
Alessandro Cattani	Chairman of the Board of Directors	Esprinet Iberica S.l.u. <sup>(1)</sup>
	Chairman of the Board of Directors	Vinzeo Technologies S.A.U. <sup>(1)</sup>
	Director	Celly S.p.A. <sup>(1)</sup>
	Director	A. Agrati S.p.A.
Mario Massari	Sole Director	Studi Finanziari S.r.l.
	Chairman of the Board of Statutory Auditors	San Raffaele - Resnati S.p.A.
	Acting Statutory Auditor	Travi e Profilati di Pallanzeno S.r.l.
	Acting Statutory Auditor	Duferco S.p.A.
Renata Maria Ricotti	Chairman of the Board of Statutory Auditors	Credimi S.p.A.
	Acting Statutory Auditor	Innovest S.p.A.
	Acting Statutory Auditor	Cray Valley Italia S.p.A.
	Acting Statutory auditor	Nexans Italia S.p.A.
Cristina Galbusera	Independent Director	Banca Popolare di Sondrio Scpa <sup>(2)</sup>

Chiara Mauri	Director	Colorificio San Marco S.p.A.
Emanuela Prandelli	Independent Director	Tod's S.p.A. <sup>(2)</sup>
Ariela Caglio	Independent Director	Coima RES S.p.A. SIIQ <sup>(2)</sup>

<sup>(1)</sup>company belonging to the Issuer's Group

<sup>(2)</sup>a company listed on the Italian Stock Exchange

### **Induction Programme**

It is the Company's practice to provide the newly elected members of the Board and the Board of Statutory Auditors with a set of documents designed to provide them with adequate knowledge of the business sector in which the Company operates, the main corporate dynamics and the relevant regulatory and self-regulatory framework.

Subsequently, during Board meetings, the Board is regularly updated on company dynamics and the conduct of company affairs, as well as the main changes in the legislative framework.

## **4.3. Role of the Board of Directors (Article 123 -bis, paragraph 2 d) of the TUF)**

During 2020 the Board of Directors met 14 times, with each meeting lasting on average approximately 130 minutes.

Due to the consequences deriving from the spread of the COVID-19 pandemic, since March 2020, the Board meetings have been held electronically in compliance with the provisions aimed at ensuring the containment of the spread of the virus.

There are 13 Board meetings scheduled for 2021, of which 4 had already been held by the date of this Report.

The Chairman of the Board of Directors is responsible for organising the work of the Board. In particular, the Chairman must ensure that all appropriate information and useful documentation is made available to Board members so that they can make their decisions at Board meetings. Except in cases of particular urgency, each Director and Statutory Auditor is informed sufficiently in advance of the items on the agenda, by sending summary presentations accompanied by the documents pertaining to the agenda items.

The Chairman of the Board of Directors, alone or with the help of the other executive directors, will endeavour to ensure that the necessary time can be devoted to the items on the agenda so as to allow a constructive discussion and will, in his running of meetings, encourage contributions from individual Board members.

When additional background about the items on the agenda is required, the Issuer's managers and advisory staff will be invited to attend the Board meetings.

Article 16 of the Articles of Association establishes that the Board of Directors is responsible for examining and approving:

- the Issuer's strategic, industrial and financial plans;



- the strategic, industrial and financial plans for the group headed by the Issuer;
- the Issuer's corporate governance system;
- the structure of the group headed by the Issuer.

The Board of Directors is responsible for the Company's strategic and organisational functions as well as for verifying the existence of all controls necessary for monitoring the performance of the Company and the Group.

The Articles of Association grant the Board of Directors the fullest possible powers for the ordinary and extraordinary management of the Company, with the right to carry out all acts considered necessary to implement and achieve the Company's objectives, excluding those that the law strictly reserves for the Shareholders' Meeting.

The Board of Directors can delegate, within the limits specified in current legislation, some of its powers to one or more directors, establishing the limits and conditions thereof at the time the powers are delegated, with the obligation that each director involved must report to the Board of Directors at least once every three months on the activities carried out in the performance of the powers delegated.

The Board of Directors, or the directors to whom powers have been conferred, reports to the Board of Statutory Auditors on the activities carried out in the performance of those duties, on the most significant operations carried out by the Company and its subsidiaries and on operations where a potential conflict of interest exists.

This information is provided during meetings of the Board of Directors and in any case at least once every three months.

During their regular meetings, the Board and the Board of Statutory Auditors are informed, including via delegated bodies, about activities carried out, about the most important economic and financial transactions undertaken by the Company or by its subsidiaries, and about foreseeable business trends, with particular regard to transactions involving a potential conflict of interest.

The Board examines and approves the Company's strategic choices and all economic and financial transactions which are regarded as significant insofar as they may materially affect, positively or negatively, the Company's activities and performance.

According to the Guidelines for the Internal Control and Risk Management System (hereinafter also "ICRMS") (see Annex 3), the Board is responsible for assessing the adequacy of the Company's organisational, administrative and accounting structure, as arranged by the delegated bodies, with particular regard to the ICRMS.

In particular, the Board of Directors, with the support of the Control and Risk Committee ("CRC"):

- a) defines the guidelines in order to ensure that the main risks are correctly identified and appropriately measured, managed and monitored and, in the final analysis, checks that the risks assumed are compatible with the company objectives set;
- b) periodically assesses, at least once a year, the adequacy and effectiveness of the ICRMS having regard to the characteristics of the company and to the risk profile assumed;
- c) approves, at least once a year, the work plan prepared by the Head of the Internal Audit Department, having consulted with the Board of Statutory Auditors and the Chief Executive Officer (CEO);
- d) describes, in the corporate governance report, the essential components of the ICRMS and expresses its opinion on the adequacy of the latter;

- e) issues the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/01;
- f) assesses, following consultation with the Board of Statutory Auditors, the results described by the independent auditors or by the independent audit firm in the letter of suggestions and in the report on fundamental issues emerging during auditing.

In order to carry out correctly the tasks assigned to it, the BoD obtains support from specific appointed bodies.

Therefore, the BoD:

- sets up the CRC and grants the latter powers to advise and make proposals in relation to the ICRMS and appoints its members;
- upon consultation with the CRC and with the Board of Statutory Auditors:
  - (i) appoints and dismisses the Head of the Internal Audit Unit and organises his activities, ensuring that he is given appropriate resources for performing his responsibilities, and defines his remuneration in line with company policies;
  - (ii) appoints the Supervisory Board pursuant to Legislative Decree No. 231/01.

At least once a year, the Board of Directors carries out a self-assessment on the structure, composition and functioning of its own and internal committees.

Responsibility for identifying the main company risks, especially those emerging as a result of entering into areas of activity and/or business and those connected with changes in general and sector regulations, is entrusted to the Risks Committee, made up of the Chief Executive Officer, the Head of the Internal Audit, the Risk Manager, the Chief Operating Officer and the Head of Group Management.

In practice, an opinion is expressed on the suitability of the risk management system during the presentation of the annual risk management plan consisting of an "activities plan" and an "audit plan" drawn up according to the "ERM-Enterprise Risk Management" model. This plan describes the activities scheduled for the year in relation to the management strategy identified for each of the main risks faced by the Company and is written by the Risk Manager in conjunction with the Head of Internal Audit and submitted to the CEO and to the CRC.

On the basis of this, and of the results of the actions undertaken in the past year, the Board, having consulted with the Control and Risks Committee, expresses its own opinion on the adequacy of the Esprinet Group's control system.

It is the practice of the Company to ask its Italian and foreign subsidiaries to adopt its own procedures in order to ensure an internal control system in line with that of the parent company and thus to ensure effective risk management.

The management of the health emergency related to the COVID-19 pandemic has proven the effectiveness of the risk management system: the Group has activated the Business Continuity plans necessary to maintain continuity through the extension of 'smart-working' to 100% of the company workforce not operating in warehouses.

The measures for the protection and safeguarding of the health of workers indicated in the Company-Union protocol, with reference to employees operating in centralised logistics and 'Esprivillage' cash&carry, have been promptly and adequately implemented.

During the year, the Board assessed the general operating performance, taking into consideration, in particular, information received from the delegated bodies and periodically comparing the results achieved with those expected.

The Board of Directors is responsible for examining and approving, in advance, operations of the Issuer and its subsidiaries where those operations have a significant strategic, economic or



financial importance for the Issuer.

For the purposes of the foregoing, the Board has not chosen to establish a priori general criteria for identifying significant operations, chiefly for the following reasons:

- the Board's competence is based not on the definition of general criteria but rather on the broad scope of the powers of the executive directors, very stable over time (in this sense, the historical amounts involved in the operations, and whether they were ordinary or extraordinary in terms of their frequency and/or consistency with the normal course of business, is relevant);
- according to the Articles of Association, the Board is responsible, with no minimum exemption threshold, for resolutions governing certain types of operations (approval and review of the business plan, acquisitions, spin-offs and disposals, including by subsidiaries, of equity investments and/or companies and the contracting of medium- and long-term loans) that correspond to the definition of significant operations.

The Board is also responsible for resolutions on transactions for amounts exceeding the limits stipulated in the delegations of powers issued to the executive directors.

At least once a year, the Board carries out a self-assessment, without the help of external consultants, in terms of how the Board operates and its internal committees, taking into account its size and composition, while also taking into account the professional skills, gender and seniority of its members.

The self-assessment procedure is conducted by preparing questionnaires that are then submitted to and completed by members of the Board of Directors.

The Board conducted the latest self-assessment at the meeting on 8 February 2021.

The Company activated an online survey in which Directors anonymously completed a questionnaire containing 31 assessment items and the relative scoring scale. These questionnaires were then analysed to obtain an average rating.

The Board then discussed the results in real time: the overall assessment was positive.

The Board therefore deemed its own size, composition and functioning and those of its committees to be adequate, including the numerical ratio between independent directors, executive directors and non-executive directors.

The Shareholders' Meeting has not authorised any exemptions to the prohibition on competition contained in Article 2390 of the Italian Civil Code.

Also in accordance with suggestions from the Nomination and Remuneration Committee, it is deemed that there are no particular organisational requirements resulting in the need to disregard the provisions of Article 2390 of the Italian Civil Code; when accepting their nomination, each Director must inform the Board of any activities they perform in competition with the Company and, subsequently, of any relevant change.

#### 4.4 Delegated bodies

At the date of this Report, in pursuance of the right granted in Article 17 of the Articles of Association, management powers have been delegated to the following executive directors:

- Maurizio Rota, Chairman;
- Alessandro Cattani, Chief Executive Officer.

These delegations confer extensive operational powers, separately and/or jointly, and were conferred in consideration of their respective professional experience and expertise.

A breakdown of the management powers conferred on each of the executive directors is contained in Appendix 8.

The Board remains responsible, inter alia, for decisions that exceed the limits established on the powers described above, and, requiring a qualified majority vote in favour by at least 70%, rounded up, of the members of the Board of Directors, with no casting vote by the chairman, resolutions pertaining to: a) appointment and dismissal of Chief Executive Officers and granting and revocation of their powers; b) approval and revision of budgets or business plans; c) acquisitions, spin-offs or transfers (including by subsidiaries) of investments and/or businesses; d) approval of stock option plans and share buy-back plans; e) taking-out of medium/long-term loans; and f) creation of an Executive Committee, definition of its delegated powers and appointment and dismissal of its members.

### **Chairman of the Board of Directors**

Maurizio Rota, Chairman of the Board of Directors, has specific management delegations which give him the necessary powers to carry out his executive duties and functions.

The Chairman of the Board of Directors does not hold primary responsibility for the management of the Issuer.

The Chairman is not the majority shareholder of the Issuer.

He participates in a Voting Syndicate Agreement as described in section 2 letter g) ("Shareholders' Agreement") to which we refer.

### **Reporting to the Board**

The delegated bodies report to the Board on the operations carried out in the exercise of the powers delegated to them at the first possible meeting and in any case at least once every month.

## **4.5 Other Executive Directors**

Besides that stated in point 4.4 above, there are no other directors considered to be executive.

## **4.6 Independent Directors**

### **Independent directors**

The independent directors are Mario Massari, Renata Maria Ricotti, Chiara Mauri, Cristina Galbusera, Emanuela Prandelli and Ariela Caglio.

At the first opportunity following their appointment, the Board assessed whether these directors fulfilled the independence requirements pursuant to the applicable laws and the recommendations of the Code, based on information provided by the individuals concerned, announcing the outcome of their assessments via a market communication.

Based on the information gathered by the Board of Directors, none of the independent directors has entered into significant financial relationships with the Company, its subsidiaries, controlling shareholders and/or the Issuer's delegated bodies that might influence their impartiality of judgement. They do not own, directly or indirectly, equity investments that would enable them to exercise control over the Company, and do not adhere to any shareholders' agreement through which they could exercise control or significant influence over the Company.

None of the independent directors is (i) an important representative of the Company, of a strategically important subsidiary or of a company under joint control with the Company, or of a company or entity which, together with others through a shareholders' agreement, controls the

Company or is able to exercise a significant influence over it, and (ii) are shareholders or directors of companies or entities belonging to the network of the company in charge of auditing Esprinet's accounts.

Renata Maria Ricotti, Chiara Mauri, Cristina Galbusera, Emanuela Prandelli and Ariela Caglio have also not been directors of the Company for more than nine of the last twelve years.

With regard to this latter requirement, the Board of Directors has recognised Director Mario Massari as an independent director, although he has been a director of the Company for more than nine of the last twelve years, in view of the autonomy of judgement that has been constantly demonstrated and his professional qualities.

In making the constant assessments of the existence of independence requirements, the Board usually applies all of the criteria set out in the Code.

In the Board meeting of 8 February 2021, the Board carried out its annual assessment of the independence of directors, checking that the independence requirements set out in Article 147-ter, paragraph 4 and Article 148, paragraph 3 of the TUF, and in the Code, are satisfied.

Following these assessments, it transpired that all of the requirements set out therein were satisfied with reference to Renata Maria Ricotti, Chiara Mauri, Cristina Galbusera, Emanuela Prandelli and Ariela Caglio.

As stated at the time of appointment, Director Mario Massari has been a director of the Company for more than nine of the last twelve years; nevertheless, in view of the independence of judgement he has constantly demonstrated and of his professional qualities, the Board of Directors has recognised Director Mario Massari as an independent director.

The Directors have pledged to maintain their independence throughout their terms of office and, if necessary, to resign.

At its meeting of 15 February 2021, the Board of Statutory Auditors verified and established that the Board of Directors had correctly applied the evaluation criteria and procedures adopted to assess the independence of its members.

During the Financial Year, the independent directors met once without the other directors.

#### 4.7 Lead Independent Director

As of the date of this Report, since the criteria set out in the Code are not satisfied, there is no Lead Independent Director on the Board.

## 5. MANAGEMENT OF CORPORATE INFORMATION

In order to monitor the circulation of confidential information before disclosure to the public and to guarantee respect of the obligation for privacy provided for by law, the Board of Directors resolved, on 7 April 2006, updated on 15 March 2013 following legislative changes, to approve the Regulations governing the handling of confidential information and also the compilation of a register of individuals who have access to such information, entrusting the responsibility for this to Angela Azzolina, Head of *Corporate Affairs*.

Following the entry into force of Regulation (EU) No. 596/2014 on "market abuse", it was necessary to review the procedures adopted by Esprinet in terms of market abuse during the financial year. Specifically, the "Internal Rules for the Management of Confidential Information and the Establishment of Lists of People allowed Access" and the "Internal Dealing Regulation" were reviewed.

The internal regulation for the handling of confidential information governs the internal management and the external disclosure of significant information particularly with regard to confidential information about the Company and its subsidiaries.

- In particular, they: define the confidentiality duties imposed on all persons who have access to such information, stipulating, inter alia, that information may only be disclosed by reason of their working or professional activities;
- establish "Lists of individuals who have access to inside information" and procedures for keeping and updating the register, identifying as the individual responsible for the Corporate Affairs of the company, Angela Azzolina and, in the capacity of her substitute, the CEO.

The Regulation is available on the Company's website ([www.esprinet.com](http://www.esprinet.com)) in the *Governance* section.

## 6. INTERNAL COMMITTEES OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2D) OF THE TUF)

In the year 2000, the Board set up the Internal Control Committee (now the Control and Risks Committee), the Nominations Committee and the Remuneration and Stock Options Committee. As part of the process of continually reviewing and updating the corporate governance system, also prompted by the changes made over the years to the Corporate Governance Code, on 26 April 2006 the Board combined the Nominations Committee and the Remuneration and Stock Options Committee into the Nomination and Remuneration Committee.

Board Committees were also formed that were not provided for in the Code, specifically: the Strategies Committee (SC) and the Competitiveness and Sustainability Committee (CSC).

The Strategies Committee is tasked with supporting the Board in defining the Esprinet Group's competitive strategy both at Company level and at the level of individual Strategic Business Areas, thereby helping to identify the main options for creating value.

The members of the SC are the directors (in alphabetical order): Alessandro Cattani, Marco Monti, Maurizio Rota, Matteo Stefanelli and Tommaso Stefanelli.

Tommaso Stefanelli is the Chairman of the Strategies Committee.

The CSC is tasked with investigating, making proposals and advising the Board, mainly in relation to creating lasting competitive advantages and preliminary conditions for long-term value creation for the various categories of stakeholders in the Company and its subsidiaries.

The members of the CSC are (in alphabetical order): Alessandro Cattani, Maurizio Rota, Matteo Stefanelli and Tommaso Stefanelli.

Matteo Stefanelli is Chairman of the Competitiveness and Sustainability Committee.

## 7. NOMINATION AND REMUNERATION COMMITTEE

The Committee has an advisory function and makes proposals to the Board of Directors. It is currently composed of three independent Directors: Mario Massari (Chairman), Chiara Mauri and Cristina Galbusera.

Members of the Committee have proven knowledge and experience in financial matters, a skill-set that was verified by the Board at the time of their appointment.

The rules governing the composition, main duties and functioning of the Committee are fixed by its Regulation, which also stipulates that the Committee has the following duties:

- i) to propose candidates to the Board for the office of director, as provided for in Article 2386, paragraph 1 of the Italian Civil Code, if it is necessary to substitute an independent director;
- ii) to draw up opinions about the Board's size and composition and express recommendations about:
  - a) the professionals deemed appropriate to sit on the Board;

- b) the maximum number of director or auditor posts which might be considered compatible with their responsibility to carry out effectively the duties of director of the Company, taking into account the involvement of directors in the internal board committees;
  - c) individual problems that might arise if the Shareholders' Meeting, in order to meet organisational requirements, authorises, in advance, general exemptions from the prohibition on competition provided for in Article 2390 of the Italian Civil Code.
- iii) periodically to assess the suitability, overall consistency and concrete application of the remuneration policy for chief executive officers and managers with strategic responsibilities by using, in that connection, the information supplied by the chief executive officers and by making proposals on the matter to the Board of Directors;
  - iv) to present proposals to the Board regarding the remuneration of the chief executive officers, general manager and deputy general managers, where present in the company's organisation chart, and of the directors appointed to certain positions as well as the setting of performance targets associated with the variable component of that remuneration, monitoring the application of the decisions taken by the Board and checking, in particular, that the performance targets are actually achieved and their assessment criteria. It is understood that no director will take part in the Committee meetings in which proposals are made to the Board about their remuneration;
  - v) to instruct the preparation of a plan for the succession of executive directors, if the Board decides to adopt such;
  - vi) with reference to companies that belong to the Group:
    - a) to express an opinion to the Board of the Parent Company about the candidates for the post of director, including the chief executive officer or the general manager in cases where the presence of one or more chief executive officers is not provided for;
    - b) to express an opinion to the Board of the Parent Company on the proposals for determining the total remuneration owed to the board members of the subsidiaries.

With reference to remuneration plans based on financial instruments or otherwise (e.g. stock option plans, share grants, phantom stock options, etc.), the Committee presents to the Board its recommendations about the use of such plans and about all relevant technical aspects associated with their formulation and application. In particular the Committee draws up proposals for the Board about the incentive scheme deemed most appropriate and monitors the evolution and application over time of the plans approved by the corporate bodies.

The Committee meets as often as necessary to ensure that its own tasks are carried out correctly and shall be convened at the company's registered office (or at another place specified by the Chairman) at the initiative of the Chairman or following a written request from any of its members, and in any case, always prior to the meeting of the Board called to decide upon the remuneration of directors with specific roles and/or the senior managers of the company. The Committee may have access to the information and company departments necessary to carry out its tasks and may make use of external consultants at the company's expense, within the limits of the budget approved by the Board.

Committee meetings are chaired by the Chairman, or if he is absent or unavailable, by the member who has been in office the longest. The Chairman may occasionally invite other members of the Board to Committee meetings, or invite persons whose presence may be useful for the correct running of the Committee.

When invited by the Chairman, other individuals have participated in the meeting to discuss specific items on the agenda according to the subjects from time to time discussed.

For Committee meetings to be validly held, a majority of active members must be present.

The Committee takes decisions by an absolute majority of those present.

Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings.

During the year the Nomination and Remuneration Committee met 6 times.

The activities carried out during the year were as follows:

- Verification that the remuneration policy is correctly applied.
- Verification of the level of achievement of short-term incentive plan targets.
- Approval of the remuneration policy and the remuneration report.
- Determination of the 2020 parameters and performance objectives related to the short-term variable component of the remuneration of Executive Directors.
- Proposal for the establishment of the function of Chief Operating Officer and determination of the relative remuneration.
- Review and approval of the agreement for the termination of relations with Valerio Casari.
- Assessment of the composition of the Board of Directors following the resignation of Valerio Casari.

With reference to companies that belong to the Group:

- Review of the proposed appointment of members of the Board of Statutory Auditors of the subsidiary Celly S.p.A. and of the proposal to determine the total remuneration payable to the Board.
- Review of the proposal to appoint the candidates for the office of directors of the subsidiaries Celly S.p.A., Esprinet Iberica S.l.u., Vinzeo Technologies S.A.U., V-Valley Iberian S.A.U., Esprinet Portugal Lda and the proposal for determining the related remuneration.
- Review of the proposed appointment of candidates to the position of director of subsidiary GTI Software & Technologies S.A. and of the proposal for the total remuneration payable to the Board.
- Review of the remuneration of the Board of Directors of the subsidiary Celly S.p.A.
- Review of the proposed appointment of the administrative bodies of the subsidiaries Dacom S.p.A. e Idmaint S.r.l. and of the proposal for the total remuneration.

The Chairman, or in his absence a member of the committee designated by him, reported to the Board the resolutions adopted by the Committee.

The average length of the meetings was around 30 minutes.

There are 6 meetings scheduled for the current year, of which 2 have already been held as of the date of this Report.

In carrying out its duties, the Committee has been able to access the company information and departments necessary and to call on support from external consultants, within the limits set by the Board.

The Board of Directors approved, for the Committee on 7 May 2018, an annual expenditure budget for the entire duration of the mandate of €50,000.

## 8. REMUNERATION COMMITTEE

See point 7 above.

## 9. DIRECTORS' REMUNERATION

Detailed information about the remuneration of executive directors is contained in the Remuneration Report published pursuant to Article 123-*ter* of the TUF, to which reference can be made for information regarding:

- general remuneration policy;
- share-based remuneration plans;
- remuneration of executive directors
- remuneration of managers with strategic responsibilities
- remuneration of non-executive directors
- compensation for directors in the event of resignation or dismissal or if the relationship terminates as a consequence of a Takeover Offer (Article 123-bis, paragraph 1 of the TUF).

This document will be subject to resolution by the Shareholders' Meeting called to approve the Company's financial statements for the year ended 31 December 2020.

The incentive mechanisms for the Head of the Internal Audit Unit and the Financial Reporting Officer are not inconsistent with the duties that they perform based on the posts held.

## 10. CONTROL AND RISKS COMMITTEE ("CRC")

The Board of Directors has set up a Control and Risks Committee with responsibility for assisting the Board in carrying out its own internal control and risk management duties.

### Composition and Operation of the Control and Risks Committee (Article 123-bis, paragraph 2d) of the TUF)

At the date of the Report, the Control and Risks Committee is composed of 3 directors, all of whom are non-executive and independent, namely: Mario Massari (Chairman), Cristina Galbusera and Renata Maria Ricotti.

The Chairman presides over meetings of the Committee and coordinates its work.

All members of the Committee have the knowledge and experience in financial matters and risk management that the Board deemed appropriate at the time of appointment.

The Chairman of the Board of Statutory Auditors (or another Auditor he may designate) or other auditors may participate in meetings. When necessary, the Head of Internal Audit, the Director responsible for the internal control and risk management system, risk managers and the Company's consultants, as persons whose presence may be helpful in ensuring a better performance of the Committee's duties) have been invited to participate in Committee meetings.

The task of the Control and Risks Committee is to assist the Board of Directors through its powers to investigate, make proposals and advise in order to ensure that the main risks faced by the Company and the Group are correctly identified and appropriately managed and monitored.

In this area, the Committee:

- a) assists the Board of Directors in carrying out tasks entrusted to it in relation to internal control and risk management relating to:
  - i. establishing the guidelines for the internal control and risk management system;



- ii. periodic verification of the adequacy and effectiveness of the Internal Control and Risk Management System with respect to the characteristics of the company and the risk profile assumed;
  - iii. ascertaining that the main risks faced by the Company are adequately identified and managed;
  - iv. approving, at least once a year, the Audit Plan prepared by the Head of Internal Audit, having consulted with the Board of Statutory Auditors and the CEO;
  - v. evaluating, after consultation with the Board of Statutory Auditors, the results described by the independent auditor in any letter of suggestions and in the report on the fundamental issues emerging during auditing;
  - vi. describing, in the corporate governance report, the main characteristics of the internal control and risk management system and expressing the related opinion on the overall adequacy of the latter;
- b) assesses, together with the Financial Reporting Officer, after consulting with the independent auditor and the Board of Statutory Auditors, the correct use of the accounting standards and their consistency for the purposes of preparing the consolidated financial statements;
  - c) expresses opinions on specific aspects relating to the identification of the main risks faced by the Company;
  - d) reviews the periodic reports on the assessment of the Internal Control and Risk Management System and those of particular importance which are prepared by the Internal Audit Department;
  - e) monitors the independence, adequacy, effectiveness and efficiency of the Internal Audit Department;
  - f) can ask the Internal Audit Department to carry out checks in specific operational areas and to report at the same time to the Chairman of the Board of Statutory Auditors;
  - g) performs any additional duties that are assigned to it by the Board of Directors;
  - h) reports to the Board of Directors, at least upon the approval of the financial statement and the approval of the six month financial report, on the activities conducted and the suitability of the internal control and risk management system;
  - i) expresses its opinion on proposals for the appointment and dismissal of the Head of the Internal Audit function, formulated by the CEO, ensuring that he/she has sufficient resources to carry out his/her duties – and on proposals relating to remuneration, in accordance with company policies;
  - j) assesses the findings that come to light from the Supervisory Board's reports pursuant to Legislative Decree No. 231/2001 and from the surveys and examinations carried out by third parties.

In order to carry out correctly the tasks assigned, the Committee may meet with the Independent Auditors and with the management of the Company and the Group, along with the chairmen or other members of the respective boards of statutory auditors or other control bodies where such exist.

With regard to the organisation and management models provided for under Legislative Decree No. 231/01, the Control and Risks Committee follows closely the respective maintenance and update activities by acquiring sensitive information.

Finally, the Control and Risks Committee, with reference to the Procedure for Related Party Transactions approved by the Board of Directors on 26 November 2010, in accordance with the CONSOB Regulation on provisions concerning related party transactions, adopted by resolution no. 17221 of 12 March 2010, as subsequently amended by resolution no.17389 of 23 June 2010, no. 19925 of 22 March 2017 and no. 19974 of 27 April 2017 – having met the requirements in



terms of composition, carried out the tasks of a committee appointed to carry out the following activities:

- with respect to "less important" transactions, without prejudice to the decision-making structure adopted by the Company through the granting of delegations and powers and, previously, the approval of transactions, express a reasoned non-binding opinion on the Company's interest in carrying out the transaction and on the appropriateness and substantial correctness of the respective conditions;
- with respect to "more important" transactions, to participate in the negotiation and investigation of those transactions, by receiving complete and timely information flows, and to express, for the benefit of the Board of Directors, a prior favourable reasoned opinion on the Company's interest in carrying out the transaction and on the appropriateness and substantial correctness of the respective conditions.

The Committee met 5 times during 2020.

The activity carried out during the year by the Committee mainly focused on monitoring the entire Internal Control and Risk Management System and verifying subsequent adjustments.

In particular, the document:

- reviewed and approved the report for the second half of 2019, verifying the adequacy of the internal control and risk management system;
- reviewed and approved the Work Plan for 2020 of the Head of Internal Audit;
- verified the controls carried out pursuant to the current Audit procedures and the progress made in their implementation, with particular reference to the development of the Performance Compliance Model;
- reviewed and approved the report for the first half of 2020, verifying the adequacy of the internal control and risk management system;
- periodically acknowledged the information received from the Head of Internal Audit and the Risk Manager about the activities carried out during the period.
- reviewed the results of the statutory audit of the accounts;
- acknowledged the activities undertaken by the Company to deal with the COVID-19 pandemic emergency;
- assigned to the Chief Executive Officer the role of Director in charge of the Internal Control and Risk Management System and consequently amended the Guidelines of the Internal Control and Risk Management System
- reviewed the audit plan for the financial statements for the year ended 31 December 2020 submitted by the auditing firm pwc S.p.A.

The average length of meetings was around 45 minutes.

There are 7 meetings scheduled for the current year, of which 3 have already been held as of the date of this Report.

Minutes have been drawn up correctly for all Committee meetings.

In carrying out its duties, the Committee was able to access the company information and departments necessary and to call on support from external consultants, within the limits set by the Board.

On 7 May 2018, the Board of Directors approved for the Committee an annual budget of €50,000 for the duration of the mandate.

## 11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

### 11.1 Main characteristics of the risk management system

The Internal Control and Risk Management System (hereinafter "ICRMS") is an essential component of the corporate governance system of Esprinet S.p.A. and of its subsidiaries and/or associates (collectively the "Group").

It is defined as a set of rules, behaviours, policies, procedures and organisational structures that aim to enable the main operational risks to be identified, measured, managed and monitored thereby helping to safeguard the Company's assets, the efficiency and effectiveness of company processes, the reliability of financial information, compliance with laws and regulations and with the Articles of Association and internal procedures.

This system is integrated into the more general organisational, administrative and corporate governance structures adopted by the Group and takes into consideration the reference models and best practices existing nationally and internationally. The degree to which the system is integrated, more specifically, is measured by the degree of homogeneity, interdependence and integration of its various players and members.

The Company combines the control activities and procedures which are compulsory as a result of legislative interventions or interventions on the part of supervisory authorities with those adopted through management policy choices, where necessary expanding their scope of application where deemed necessary.

Therefore, in the integrated system, an important role is offered by organisation and control systems developed in accordance with the provisions of Legislative Decree No. 231/01 (administrative liability of bodies), including the control system in relation to occupational health and safety pursuant to Legislative Decree No. 81/01, of Law 262/05 on the protection of savings (introduction of the role of Financial Reporting Officer), of the Italian Data Protection Act, as well as in relation to established organisational models for control in specific areas such as "quality".

By pursuing the goal of an effective and cost-efficient ICRMS as a whole, a procedure is required which enables risks to be identified and assessed as well as a synergistic approach to the design of controls in the various areas of application within the Company.

The ICRMS minimises the impact of these risks on the Company's activities and provides reasonable (albeit not absolute) reassurance that the Company and the Group as a whole is not hampered, in the achievement of its operational goals or in the orderly and lawful conduct of its business, by circumstances or factors which may be reasonably foreseen, while recognising that no control process can provide absolute protection from the risks inherent in business activities or from the possibility that fraudulent breaches of laws and regulations or Company procedures, human errors or extraordinary events may cause harm.

The Board of Directors represents the motor of the ICRMS, because it is responsible for defining the guidelines of the control system.

When carrying out its duties, it relies on the collaboration of specific appointed bodies such as the Head of Internal Audit, the Risks Committee, the Control and Risks Committee, the Internal Audit Department and the Risk Manager.

Esprinet's internal control and risk management system involves, each within its own area of responsibility:

- a) The Board of Directors ("BoD")
- b) The Board of Statutory Auditors
- c) The Supervisory Body pursuant to Italian Legislative Decree 231/01
- d) The Control and Risks Committee ("CRC")
- e) The Chief Executive Officer ("CEO")
- f) The Head of Internal Audit

- g) The other corporate roles and functions, with specific tasks in terms of internal control and risk management, broken down in relation to the size, complexity and risk profile of the company.

The role of Director In Charge of the internal control and risk management system was held by the Executive Director and the *CFO* Valerio Casari, last appointed on 7 May 2018.

In light of the update of the Corporate Governance Code, approved by the Corporate Governance Committee last January 2020, with which the issuing companies must align starting from the financial year after 31 December 2020, the role of Director In Charge has been entrusted to the Chief Executive Officer.

The Esprinet Group has an alternative reporting channel which ensures the confidentiality of “whistleblowers” by computerised means.

This tool allows anyone to report cases of suspected fraud, violation of the Code of Ethics and/or information relating to the presumed commission of crimes pursuant to Legislative Decree No. 231/01, with a guarantee of absolute protection of identity of whistleblowers.

During the reporting period no reports were received from employees, corporate functions, corporate bodies, external collaborators, suppliers or customers concerning facts or events that were deemed significant pursuant to Legislative Decree No. 231/01.

During the meeting on 1 March 2021, the Board conducted an evaluation of adequacy, effectiveness and effective functionality of the Internal Control and Risk Management System, with a favourable outcome.

## 11.2 Measures and actions to combat the spread of the COVID-19 virus

With reference to the emergency situation that has arisen with the spread of the COVID -19 virus, the Company has promptly taken action to protect the health and safety of its workers and to limit the spread of the infection.

The Company thus has established an “Emergency Committee” consisting of the Chief Executive Officer, Chief Financial Officer, Chief Administration & Risk Officer, Business Operating Manager, Human Resources Director, Back Office Director, Internal Audit Manager, with the involvement of the Head of the Prevention and Protection Services and of the Company Doctor, whose actions and decisions were aimed at the adoption of the “Shared protocol for governing the measures to combat and contain the spread of the COVID-19 virus in the workplace” by the companies of the Esprinet Group.

The Esprinet Group continued to operate effectively and so kept its profitability unchanged, thanks to the implementation of the necessary “business continuity” controls, rigorous observance of the health protocols aimed at protecting the health and safety of employees and associates, to the operation in the various countries in a chain, like that of ICT production, distribution and sale, which did not suffer any particular interruptions due to the Government restrictions.

The large-scale use of smart-working and e-learning resulting, first, from the lockdown measures, then, social distancing, in addition, expanded and accelerated the need of all types of customers (business, public administrations, private entities) for rapid and effective implementation of the most cutting edge IT solutions, as well as full availability of devices. This has favoured market growth, bucking the trend in the majority of economic sectors and, in this market, the Company continued to operate from a position of leadership and as a point of reference for suppliers and customers.

The Chief Executive Officer constantly updated the Board of Directors on the developments in the emergency situation.

The Control and Risk Committee and the Supervisory Body constantly monitored the implementation of the protocols adopted by the Company.

### 11.3 The risk management and internal control system in relation to the financial reporting process

Risk management is an integral component of the internal control system and, as such, the Company and the Group have adopted a system prepared specifically to deal with the process of financial reporting.

In fact, Esprinet has prepared a risk management and internal control system in relation to the financial reporting process that can be defined as a set of mechanisms, procedures and instruments intended to ensure achievement of Company objectives, concerning economic and financial reporting.

The objectives are summarised as follows:

- reliability of information: fairness and conformity to the adopted accounting standards, and requirements of the law and regulations in force;
- accuracy of information: without distortions intended to influence the decision-making process;
- reliability of information: clear presentation facilitating comprehension of complex aspects of Company business;
- timeliness of information: on schedule as communicated to third parties.

As an Italian company listed on a regulated market in Italy, Esprinet must apply the provisions of Law 262/05 and subsequent amendments.

Consequently, as of the year 2007 Esprinet integrated its own internal audit control system by pursuing a model conventionally defined as "Model 262", based on the provisions and methodologies defined in accordance with the "Internal Control – Integrated Framework" model published by the "Committee of Sponsoring Organisations of the Treadway Commission", a framework of reference for the internal control system that is generally accepted at the international level ("CoSo Framework").

The main characteristics of the "Model 262" implemented are summarised below:

- definition of the roles and responsibilities of the organisational units participating in the general activities of preparing, diffusing and verifying the information communicated to the market;
- definition of the operational management procedures for activities related to fulfilling requirements of the law;
- to support drafting of legal certificates and declarations by the executive director and the chief executive officer, introduction of the obligation for heads of Company operational units entrusted with implementation of "Model 262" to internally certify, by means of the specific internal communications process, correct functioning of the internal audit control system pursuant to Law 262/05 concerning processes and flows of accounting under their responsibility, of the completeness and reliability of data flows, and the adequacy and effective application of the key controls listed in the matrices of competence;
- allocation of responsibility for Model 262 testing to the Internal Audit Department.

"Model 262" refers to accounting information, that is the set of documents and data communicated to the market, containing final data about the situation of shareholders' equity, and the economic and financial standing of the Esprinet Group and the companies included in the scope of consolidation.

It therefore refers to these documents:

- the separate financial statements of Esprinet S.p.A.;
- the consolidated financial statements of the Esprinet Group;
- the half-year financial report;
- the additional periodic financial information;
- the press releases containing economic and financial information, such as quarterly reports, if these include diffusion of accounting data.

The activities of compliance with Law 262/2005 qualify the management-accounting system to structure and prepare the separate financial statements and the consolidated financial statements, as well as all other communications of a financial nature.

The system is created from a set of pre-established procedures and enables certification, by means of a written declaration, that Esprinet's financial reporting documents and communications released to the market, including interim reports, tally with documentary evidence and accounting books and records. The system makes it possible to certify the adequacy, in relation to the characteristics of the company, and the actual application of the administrative-accounting procedures, during the reference period.

Considering the activities introduced to comply with Law 262/05, consisting of the creation and monitoring of a set of procedures designed to implement the objectives of the law, and a sub-system of rules and procedures introduced voluntarily by the Group, the internal audit system has the following basic characteristics:

- a) a body of administrative and accounting standard practice and procedures applied uniformly and coherently, even if not formalised in a true "operations manual", consisting essentially, among others, of: (i) a Group chart of accounts and (ii) a set of rules, operating instructions and schedules for monthly closing of accounts;
- b) capacity to control and intervene directly at any time, attributed to the departments of reference of the parent company, in the procedures of subsidiaries concerning application of the accounting policies and assessment criteria, accounting concerning intra group transactions, respect of the chart of accounts, etc.;
- c) a process of identifying the main risks associated with accounting information and key controls for monitoring the identified risks (accounting management "risk assessment"), under the supervision of the executive director with responsibility for internal control and the Chief Executive;
- d) a process of periodic evaluation of the adequacy and effective application of the specific key controls, to be conducted at least half-yearly when the financial statements and half-yearly report are prepared, intended to identify any necessary supplementary controls, corrective actions or plans, or improvement plans for implementation;
- e) a process of internal documentation and communications for the heads of Company operational units entrusted with implementation of "Model 262", directed to the executive director with responsibility for internal control, intended to focus on the effectiveness of the controls and the results of the evaluations; in this context, the executive director with responsibility for internal control must report periodically to the Board of Directors, the Control and Risks Committee and, as competent, to the Board of Statutory Auditors, with reference to the functions and responsibilities of his office;
- f) a process of certification directed outside the Company, based on reports and statements made by the Reporting Officer pursuant to Article 154-*bis* of the TUF, as part of the general process of preparing the financial statements, the half-yearly financial report and interim management report, also based on the controls conducted as per the accounting control model, the results of which are shared with the Chief Executive Officer who will then submit the report or the declaration to the Board of Directors, together with the accounting document, for approval by the same.

With reference to point c), this activity led to identifying the critical processes and accounting data flow for each relevant area and accounting data item, and the control activities in place. This formed the basis for developing the control matrices to describe, for each process identified as critical and/or sensitive in view of "Model 262", the standard control activities ("key controls") and the heads of the operating units responsible for implementing the model ("process owners").

Company processes and related matrices and control consoles, together with the list of departmental head for the implementation of control over various matters are subject to periodic evaluation and updating.

#### 11.4 Chief Executive Officer

The Chief Executive Officer ("CEO") is responsible for implementing the guidelines of the ICRMS with the support of the CRC and ensuring that all the actions necessary to implement the system are adopted.

In particular, the CEO carries out the following tasks:

- a) identifies and dynamically manages the main risks faced by the Company, taking into account the activities carried out within the Group and submitting these periodically to the BoD for evaluation;
- b) implements the ICRMS guidelines defined by the Board of Directors and oversees the design, implementation and management of the ICRMS, while constantly checking its suitability and effectiveness as well as ensuring the alignment with the applicable legislative and regulatory provision;
- c) can ask the Internal Audit Department to carry out checks on specific operational areas and on compliance with internal rules and procedures in the performance of company operations, and reports at the same time to the Chairman of the BoD, the Chairman of the CRC and the Chairman of the Board of Statutory Auditors;
- d) reports in a timely manner to the CRC about problems and critical issues which come to light in the performance of its activity or which it has learned about, so that the CRC can take the appropriate actions;
- e) proposes to the BoD, after obtaining the opinion of the CRC, the appointment, revocation and remuneration of the Head of Internal Audit;
- f) holds the position of "Employer" pursuant to Legislative Decree 81/2008, using the support of delegates for the performance of its function.

#### 11.5 Head of the Internal Audit function

After the appointment of the new Board of Directors in 2018, Giuseppe Monina, was confirmed in the role of Head of Internal Audit.

The appointment of Mr Monina was based on the proposal submitted by the Director responsible for the Internal Control and Risk Management System, after gaining the favourable opinion of the Control and Risks Committee and hearing the Board of Statutory Auditors.

The Head of Internal Audit, who is not responsible for any operational area and reports to the Board of Directors being part of the Chief Executive Officer's staff, has the following responsibilities:

- a) checks, both on an ongoing basis and in relation to specific requirements and in line with international standards, that the ICRMS is operational and suitable, using an Audit Plan



- approved by the BoD and based on a structured process of analysis and prioritisation of the main risks;
- b) prepares periodic reports containing appropriate information about his activities, the ways in which risk management is conducted and observance of the plans defined to contain such risks; these reports contain an assessment of the suitability of the internal control and risk management system;
  - c) prepares timely reports about events of particular importance;
  - d) sends the reports under points b) and c) to the Chairmen of the BoD, of the CRC and of the BoD, as well as to the CEO;
  - e) checks, in the context of the Audit Plan approved by the Board of Directors, the reliability of the information systems, including the accounting and reporting systems.

As part of his duties and responsibilities, the Head of Internal Audit has direct access to all useful information for carrying out his task.

In particular, the Head of Internal Audit operates via an organised structure dedicated to Internal Audit which also supports the CEO in carrying out checks on specific operational areas and on compliance with internal procedures and rules during management operations.

As part of the control activities to be carried out under the supervision of the Head of Internal Audit, the Internal Audit Department prepares an annual plan of checks ("Audit Plan") to be reviewed by the CRC and approved by the BoD, at least once every six months, a report to be submitted to the BoD, the CRC and the Board of Statutory Auditors.

On the instruction of the Financial Reporting Officer about drafting corporate accounting and documents, to which it is functionally accountable with respect to this kind of activity, the Internal Audit unit may carry out checks on the system of administrative/accounting control provided for in Law 262/05.

Furthermore, on the instruction of the Supervisory Board, the Internal Audit Department may carry out checks on the system of controls provided for in the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/01.

Each year, the Head of Internal Audit submits a spending budget for the current year to the Board for the performance of his duties.

The Board of Directors, on the recommendation of the ICRMS Director and with the prior favourable opinion of the Control and Risks Committee and the Board of Statutory Auditors, defined the remuneration of the Head of Internal Audit, which, in line with Company policy, is paid as part of his salaried employee compensation.

During the financial year the Head of Internal Audit had direct access to all relevant information for the performance of his duties and reported on his work to the Control and Risks Committee, the Board of Statutory Auditors and the Director responsible for the Internal Control and Risk Management System.

The main responsibility of the Internal Audit Department is to assist the Head of Internal Audit in verifying the validity of the Internal Control and Risk Management System by analysing and assessing the effectiveness and correct operation of that system.

The Internal Audit Department also supports the ICRMS Director in identifying, noting and assessing the main risks faced by the Company. In particular, in this area of activity, the Internal Audit Department constantly supports the heads of operational units in providing methodological support to the process of identifying and assessing the risks that fall under their respective areas of responsibility and which may potentially harm the achievement of their goals.

The Internal Audit Department carries out specific scheduled control activities to check the correct application of the rules and procedures of the Internal Control System with the aim of identifying any shortcomings and improvements to be made to internal control and risk management processes.

It checks, in particular, that the rules and procedures constituting the terms of reference of the control processes are being observed and that the persons involved act in accordance with the predetermined goals.

The Internal Audit Department, under the guidance of the Head of Internal Audit, manages the planning process of auditing and prepares an annual plan of controls for submission to the Head of Internal Audit, the Control and Risks Committee and, at least twice a year, a report for the ICRMS Director, the Control and Risks Committee and the Board of Statutory Auditors.

On the instruction of the Financial Reporting Officer, to whom it is functionally accountable with respect to this kind of activity, the Internal Audit Department can carry out checks on the system of administrative/accounting control provided for in Law 262/05.

Furthermore, on the instruction of the Supervisory Board, the Internal Audit Department may carry out checks on the system of controls provided for in the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/01.

## 11.6 Risk Manager

The Risk Manager has the task of:

- a) implementing, developing and continuously updating a system of risk identification, assessment, management and monitoring, according to the typical ERM principles;
- b) supporting risk owners during the phase of assessment and management of the risks being monitored;
- c) collaborating with risk owners in the development of processes and procedures to mitigate risk in the respective areas of competence;
- d) promoting the development of a risk culture within the organisation.

The Risk Manager is thus responsible for overseeing the enterprise risk management process using typical ERM methods, proposing to those using the ICRMS, where necessary, ways of adapting the internal control system.

Each year, the Risk Manager carries out a critical review of risk mapping and the risk management and monitoring (ERM) system, and presents the results to the Chief Executive Officer, the Control and Risks Committee and the Head of Internal Audit. Every six months, he also informs the Chief Executive Officer, the Control and Risk Committee, the Board of Statutory Auditors and the Supervisory Board about the risk control activities carried out.

## 11.7 Risks Committee

The Risks Committee, made up of the Chief Executive Officer, Head of Internal Audit, Risk Manager, Chief Operating Officer and Administrative Director of the Group, has the task of supporting the Chief Executive Officer in carrying out the institutional duty of identifying the main company risks, especially those that come to light upon entering into new areas of activity and/or business or connected with changes in general and industry legislation.

Therefore, the Risks Committee supports the Chief Executive Officer while bearing in mind this office does not entail a full time commitment to the duties carried out in connection with the ICRMS, in updating and maintaining the map of main company risks defined at the start of each tax year and approved by the Board of Directors. It helps the company bodies in the process of identifying new risk areas and supplies, where possible or recommended on the grounds of



particular urgency, an initial indication about the actions to be carried out in order to introduce or streamline and/or improve the controls aimed at mitigating the risks identified.

### 11.8 Organisational Model pursuant to Legislative Decree No. 231/2001

The Issuer and its Italian subsidiaries Celly S.p.A. and V-Valley S.r.l have an Ethical Code, a "Code of conduct for Responsible Supply Chain Management" and an "Organisational, Management and Control Model" pursuant to Legislative Decree No. 231/01 (hereinafter also "the Model").

The subsidiaries Esprinet Iberica S.l.u., Vinzeo Technologies S.A.U., V-Valley Iberian S.l.u. and Esprinet Portugal Lda have adopted the Group Code of Ethics and have an organisational model that complies with local legislation on the administrative liability of companies.

The Code of Ethics applies to all activities carried out by or on behalf of Esprinet S.p.A. and its subsidiaries.

The Code of Ethics:

- establishes the lines of conduct and governs the set of rights, duties and responsibilities that the Group expressly assumes with its stakeholders;
- defines the ethical criteria adopted for a correct balance between expectations and interests of the various stakeholders;
- contains conduct principles and guidelines on any areas at ethical risk.

For this reason, the Boards of Directors of Esprinet S.p.A. and its subsidiaries have adopted and repeatedly updated the Code of Ethics, the observance of which by the Recipients is of fundamental importance for the proper functioning, reliability and reputation of the Group, factors which constitute an essential asset for its success.

The Code represents the values and rules of conduct to which the Group and the Recipients indicated below must comply.

The Group undertakes to promote the dissemination and compliance with the principles contained in the Code, in compliance with the rules of conduct defined therein.

The purpose of the Code of Ethics is to guide the conduct and operations of the Group both in internal relations and in relations with external parties, focusing on full compliance with the regulations in force in all the countries in which it operates, in addition to compliance with internal procedures.

The provisions of the Code – and the related sanctions in the event of non-compliance – apply to all those who, directly or indirectly, permanently or occasionally, work with the Group.

In particular, the Recipients of the Code are:

- all employees and collaborators, including occasional ones, of the Group Companies;
- the Directors, the members of the Board of Statutory Auditors, the attorneys and agents;
- professionals who (individually or as members of a professional association) provide services in the interest of the Group Companies, without exception;
- consultants, agents.

The Code is an integral part of the Organisation, Management and Control Model (hereinafter, the "Model") of the Group Companies. Any conduct contrary to the letter and spirit of the Code of Ethics will be sanctioned in accordance with the provisions of the Code itself.

The Recipients, as indicated below, in complying with the Model, contribute to the protection of the image and good reputation of the Group.

The aim of the Model is to define the guidelines, regulations and principles of conduct that govern the Company's business activities and with which all the individuals who are covered by the Model must comply in order to avoid committing one of the offences referred to in Legislative Decree No. 231/2001 and to ensure that all Company operations are conducted in conformity with the conditions of correctness and transparency.

In order to comply with the provisions on sports fraud, match-fixing and betting and tax offences, on 15 April 2020 the Board of Directors approved the update of the Model.

The current Model provides for the definition of preventive controls concerning the following types of offences:

- non-compliance with interdictive sanctions (Article 23 of Legislative Decree No. 231/01);
- crimes against the public administration (Articles 24 and 25 of Legislative Decree No. 231/01);
- corporate crimes and private-to-private corruption (Article 25-ter of Legislative Decree No. 231/01);
- crimes related to terrorism and the collapse of the democratic order (Article 25-quater of Legislative Decree No. 231/01);
- market abuse crime (Article 25-sexies of Legislative Decree No. 231/01);
- crimes against the individual (Article 25-quater.1 and Article 25-quinquies of Legislative Decree No. 231/01);
- organised crime (Article 24-ter of Legislative Decree No. 231/01);
- cross-border offences (Articles 3 and 10 of Law 146/06);
- manslaughter and serious or grievous bodily harm committed as a result of the breach of rules governing accident prevention and the protection of occupational health and safety (Article 25-septies of Legislative Decree No. 231/01);
- computer crimes (Article 24-bis of Legislative Decree No. 231/01);
- crimes against public trust (Article 25-bis of Legislative Decree No. 231/01);
- crimes against industry and commerce (Article 25-bis.1 of Legislative Decree No. 231/01);
- crimes of receiving, laundering and using money, goods or other assets of illegal origin (Art. 25-octies);
- copyright infringement offences (Article 25-nonies of Legislative Decree No. 231/01).
- inducement to withhold statements or to make false statements to the judicial authorities (Article 25-decies of Legislative Decree No. 231/01);
- environmental crimes (Article 25-bis of Legislative Decree No. 231/01);
- crimes in respect of employment of third- country nationals staying illegally (Article 25-duodecies of Legislative Decree No. 231/01);
- racism and xenophobia (Article 25-terdecies of Legislative Decree No. 231/01);
- fraud in sporting competitions, match-fixing or betting and gambling (Article 25-quaterdecies of Legislative Decree No. 231/01);
- tax offences (Article 25-quinquiesdecies of Legislative Decree No. 231/01).

The Model has been published on the corporate intranet and the Ethical Code and the Code of Conduct for Responsible Supply Chain Management are available on the Company website at [www.esprinet.com](http://www.esprinet.com).

More specifically, the aim of the Model is to:

- identify the specific sensitive areas with reference to the different types of offences provided for in Legislative Decree No. 231/01 and describe, for each of these areas, the sensitive activities to which the control instruments adopted for prevention are applied;
- indicate the rules that the individuals the Model is addressed to must observe in order to correctly apply the Model itself;
- provide the internal body appointed to ensure that the Model is implemented and observed with the instruments necessary for carrying out the monitoring, controlling and verifying activities.

In order to verify that the instructions contained in the Model are being implemented and to verify how effective they are, the Board of Directors also appointed Mario Anaclerio, (Chairman), Giuseppe Monina and Angela Azzolina as members of the Control and Supervisory Board ("Supervisory Board") on 7 May 2018.

The term of office of the Supervisory Board is three years, and runs concurrently with that of the Board of Directors.

The duties of the Supervisory Board are to supervise:

- a) compliance with the stipulations of the Model, in relation to the various kinds of offences covered by Legislative Decree No. 231/01 and by subsequent laws that have extended the scope of application of that decree;
- b) the effectiveness of the Model with respect to the company structure and to its actual ability to prevent offences from being committed;
- c) the advisability of updating the Model, where there is a need to adapt the latter to changes in the Company's circumstances and/or legislative changes.

In order to carry out its functions, the Board of Directors grants the Supervisory Board the following powers:

- to check the efficiency and effectiveness of the Model, including in terms of conformity between the actual operational arrangements adopted and the procedures formally specified by the Model;
- to check that the requirements of effectiveness and efficiency of the Model continue to be fulfilled over the course of time;
- to encourage the updating of the Model, by putting forward proposals to the Chairman of the Board of Directors, where necessary, with respect to possible updates and alterations to be made in the form of amendments and/or additions which become necessary as a result of significant breaches of the provisions of the Model, significant changes in the organisational structure of the Company and/or in the ways in which the Company's activities are carried out or legislative changes;
- to report promptly to the Chairman of the Board of Directors any established breaches of the Model which may cause liability to arise for the Company, so that appropriate action can be taken;
- to promote initiatives for the distribution of the Model and for staff training and raising staff awareness about compliance with the principles contained in the Model;
- to promote communication and training initiatives with respect to the content of Legislative Decree No. 231/01, the effect of the legislation on the Company's activities and behavioural standards;
- to provide clarifications about the meaning and application of the provisions contained in the Model;

- to provide an effective channel of internal communication for the transmission of significant information within the meaning of Legislative Decree No. 231/01, while guaranteeing the protection and confidentiality of the informant;
- to devise and submit for the approval of the Board of Directors an estimate of the expenditure necessary to carry out correctly the tasks assigned;
- to gain unrestricted access, in compliance with current laws, to any Company Division in order to request information, documentation and data deemed necessary to carry the duties provided for in Legislative Decree No. 231/01;
- to request significant information from partners, advisors and external partners, regardless of what they are called;
- to encourage the initiation of any disciplinary proceedings resulting from established breaches of this Model.

The Supervisory Board prepares an annual plan of the activities that it intends to carry out, including the schedule of checks on the operating protocols adopted, which is forwarded to the Board of Directors for information.

The Supervisory Board continually notifies the results of its activities to the Chairman of the Board of Directors and to the Chief Executive Officer.

In addition, every six months, the Supervisory Board prepares an activity report and provides the Board of Directors and the Board of Statutory Auditors with a detailed description of the activities performed.

If invited, the Chairman of the Supervisory Board or, if he is unable, another member of the Supervisory Board designated by the latter, may take part in meetings of the Board of Statutory Auditors and of the Company's Control and Risks Committee.

In 2020, the Supervisory Board met 12 times and periodically reported to the Board of Directors and the Board of Statutory Auditors, identifying any necessary procedures to be implemented but without recording negative elements concerning the structure or the application of the Model.

Due to the consequences deriving from the spread of the COVID-19 pandemic, the activities were carried out electronically in compliance with the provisions aimed at ensuring the containment of the spread of the virus.

The Supervisory Board submits annually to the Board of Directors a request for an independent expenditure budget consistent with the activities planned.

### 11.9 Independent Auditors

The task of auditing the Company's accounts is entrusted to the firm PricewaterhouseCoopers S.p.A.

Based on the reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting of 8 May 2019 conferred a mandate on that firm for a period of nine years in accordance with current laws.

### 11.10 Financial Reporting Officer

On 7 May 2018, the Board of Directors confirmed until dismissal the Group Administrative Director, Pietro Aglianò, as the Financial Reporting Officer in accordance with Article 18-*bis* of the Articles of Association. Mr Aglianò was appointed, with the prior consent of the Board of Statutory Auditors, on 17 April 2014.

As a result of the provisions of Law 262/05, the Financial Reporting Officer is responsible for the administrative-accounting control system.

In particular, the Financial Reporting Officer must:

- a) certify with a written declaration that the deeds and communications of the Company disclosed to the market and relating to accounting information, including interim reports, correspond to documentary results, books and accounting records;
- b) set up adequate administrative and accounting procedures for the preparation of the separate and consolidated financial statements, or suggest amendments to existing ones, as well as any other financial communication;
- c) certify, together with the Chief Executive Officer, in a specific report attached to the financial statements, the half-yearly financial statements and the consolidated financial statements:
  - i. the adequacy, in relation to the characteristics of the company, and the effective application of the administrative-accounting procedures, during the reference period;
  - ii. the correspondence of the documents, to which the certification refers, to the results of the accounting books and records and their suitability to provide a true and fair view of the equity, economic and financial situation of the Company and of the Group companies as a whole included in the scope of consolidation.

The audit activities promoted by the Financial Reporting Officer consist of the analysis of the internal flows relevant for accounting purposes, the correct functioning of the administrative-accounting control system, the examination and validation of the company procedures that have an impact on the financial statements, on the consolidated financial statements and on the documents subject to certification as well as on the assessment, through adequate technical support, of the role of the company information systems in ensuring the adequacy of procedures and controls.

The Financial Reporting Officer was granted the necessary powers and resources to carry out his duties.

The Financial Reporting Officer has the following powers:

- direct access to all information required to process accounting data without any need for authorisation, both within the Company and within the Group companies;
- participation in internal flows of relevance to accounting purposes;
- supervision of existing company procedures and authorisation of new procedures if they impact on the financial statements, the consolidated statements or documents subject to certification;
- assessment, with adequate technical support, of the role of company information systems in assuring adequacy of procedures and controls.

For the purposes of traceability and transparency, the Financial Reporting Officer determines the most appropriate means of archiving documents with an impact on disclosure of accounting documents of the Company.

As regards resources, the Financial Reporting Officer has the authority to:

- organise his activities, using an appropriate, dedicated organisational structure (by number and level of resources) and any additional internal or external resources to be selected as required;
- have of a dedicated budget;
- make use of other organisational units of the Company, other than those under his direct control, to carry out his duties according to methods to be agreed with the same;
- make use of information provided by control bodies to execute specific controls.

The Financial Reporting Officer reports to the Board of Directors on the status of the internal control system "*over financial reporting*" at the time of approval of the financial statements and the half-yearly financial report.

The Financial Reporting Officer annually submits to the Board a specific budget deemed instrumental for the effective fulfilment of his obligations to ensure the proper functioning of "Model 262".

The Financial Reporting Officer periodically informed the Board about how and when this budget will be used.

#### 11.11 Head of the Prevention and Protection Service

The Head of the Prevention and Protection Service, as required by Italian Legislative Decree 81/2008, is responsible for:

- a) identification of risk factors; risk assessment and identification of workplace safety and health measures in compliance with current regulations on the basis of specific knowledge of the company organisation;
- b) development, to the extent of its competence, of preventive and protective measures and control systems applied to these measures;
- c) development of processes, procedures, criteria and methods to obtain the best possible risk management for the various business activities;
- d) formulation of proposals for employee information and training programmes;
- e) participation in consultations on the protection of health and safety in the workplace, as well as the periodic meeting pursuant to Article 35 of Legislative Decree 81/2008.

#### 11.12 Data Protection Officer

The Data Protection Officer is responsible for carrying out the following tasks and functions with full autonomy and independence:

- a) advising and providing advice to companies in the Esprinet Group and to employees who process personal data with regard to the obligations arising from the GDPR Regulation and other national or European Union data protection provisions;
- b) monitoring compliance with the GDPR Regulation, other national or European Union data protection provisions, as well as the policies adopted by Esprinet Group companies regarding the protection of personal data, including the allocation of responsibilities, raising awareness and the training of staff involved in data processing and related control activities;
- c) giving an opinion on any impact assessments that may be prepared and overseeing their development pursuant to Article 35 of the GDPR Regulation;
- d) cooperating with the Italian Data Protection Authority;
- e) acting as a point of contact for the Data Protection Authority in respect of processing issues, including prior consultation as referred to in Article 36, and, where appropriate, consulting on any other matter;
- f) keeping a record of processing activities under the responsibility of the data controller and in accordance with the instructions given.

The Data Protection Officer is responsible for all data processing by Esprinet Group companies.

#### 11.13 Coordination between individuals involved in the internal control and risk management system

The guidelines for the Internal Control and Risk Management System adopted by the Company on 24 September 2009 and most recently updated on 12 November 2020, specify how the various individuals involved in the internal control system coordinate their activities.

## 12. DIRECTORS' INTERESTS AND RELATED-PARTY TRANSACTIONS

The Board of Directors, with the favourable opinion of the independent Committee approved, in accordance with Article 4 of CONSOB Regulation 17221 of 12/03/2010 as subsequently amended and supplemented, the procedure aimed at regulating the management and approval of transactions between Esprinet and related parties, including transactions in which directors and auditors hold interests, in order to ensure compliance with the necessary standards of transparency and substantive and procedural propriety.

The procedure therefore provides a definition of the above transactions and identifies, according to the type, nature and characteristics, the respective decision-making responsibilities and the related authorisation process. It attaches to the existing structure of delegations and decision-making powers within Esprinet and does not affect operations for which board approval is required by the Articles of Association or by law. This is adopted in compliance with the stipulations contained in the Regulations on Related Parties, with the recommendations contained in the Corporate Governance Code and with the instructions and guidelines for the application of the Regulations on Related Parties supplied by CONSOB in Communication DEM/10078683 of 24 September 2010.

This does not affect the provisions of Articles 2343-*bis*, 2358, 2373, 2391 and Articles 2497 to 2497-*septies* of the Italian Civil Code.

The above procedure was approved with the favourable opinion of a specially formed committee comprising exclusively independent directors meeting the independence requirements laid down in Article 148, paragraph 3 of the TUF and in Article 3 of the Code.

On 14 May 2014, the Board of Directors, with the prior favourable opinion of the Control and Risks Committee, approved the updating of the procedure to make it less cumbersome to implement, partly in light of the practical experience gained over the years in which it has been in force. Specifically, a half-yearly update to the "related-party database" was provided for, rather than the previous quarterly updates, with categorisation of minor transactions, as these are exempt from the specific decision-making processes set out in the procedure, and transactions stipulating, underwriting, rescinding and terminating lease agreements on property with a duration of no more than six years (excluding any extensions) and total annual payments of €150,000.

In order to implement Regulation (EU) No 596/2014 on market abuse, CONSOB amended the Related Parties Regulation by Resolution 19925 of 22 March 2017 and Resolution 19974 of 27 April 2017. The procedure was amended accordingly.

The procedure is available on the website [www.esprinet.com](http://www.esprinet.com) in the Governance section, to which reference can be made for further details.

## 13. APPOINTMENT OF STATUTORY AUDITORS

The current Articles of Association requires in Article 19, as last amended on 8 February 2021, compliance with the regulations on gender balance in the management and control bodies of listed companies in accordance with the provisions of the regulations introduced by Law no. 120 of 12 July 2011, and implemented in articles 147-*ter*, paragraph 1-*ter* and 148, paragraph 1-*bis*, of Italian Legislative Decree no. 58 of 24 February 1998, that the Board of Statutory Auditors is composed of three standing members and two alternate members.

Members of the Board of Statutory Auditors are appointed according to the procedure indicated in the following paragraphs which is designed to reserve the appointment of one acting statutory auditor and one alternate statutory auditor for minority shareholders, and to comply with gender balance requirements under applicable laws.



Appointment of the members of the Board of Statutory Auditors takes place on the basis of lists in which candidates are listed in numerical order.

Each list consists of two sections: one reserved for candidates for the office of standing statutory auditor and the other for candidates for the office of alternate statutory auditor. Each list contains a number of candidates not exceeding the number of members to be elected.

The lists that present a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in accordance with the regulations in force at the time concerning gender balance both as regards candidates for the office of standing auditor and the candidates for the office of alternate auditor.

Lists can only be submitted by shareholders who, at the time the lists are submitted – alone or together with other shareholders – account overall for at least the same percentage of share capital required under Article 13 of the Company's Articles of Association for the appointment of the Board of Directors, corresponding to a fortieth of the share capital, or any other minimum holding in the share capital which must in any case satisfy any other requirements established thereunder.

Each shareholder, as well as shareholders belonging to the same group – with this meaning the entity exercising control, subsidiaries and companies controlled by the same parent entity, or those affiliated pursuant to Article 2359 of the Italian Civil Code – and shareholders entered, also via subsidiaries, in an agreement under Article 122 of Legislative Decree No. 58/1998 concerning the Company's shares, cannot present, not even via third parties or trustee companies, more than one list. Control exists, also with reference to entities that are not corporations, in the cases envisaged by Article 93 of Legislative Decree No. 58/1998.

The lists, signed by the shareholder or shareholders presenting them (also via delegation of one shareholder) must be lodged at the company's registered HQ at least 25 days before the date fixed for the shareholder meeting on single call or first call (and this will be mentioned in the meeting notice), without prejudice to any shorter deadline established by law.

Each list must be accompanied, within the same twenty-five day period indicated above, by a description of the professional résumé of the individual candidates, as well as the declarations with which individual candidates accept their candidacy and confirm, under their own responsibility, that there are no grounds for ineligibility or disqualification, that they meet the conditions set by law and in particular that they qualify as independent.

The appropriate certificate issued by a legally authorised intermediary proving ownership, as at the moment when the list is submitted to the Company, of the number of shares required for the submission of lists must be submitted within the time period specified in the rules on the publication of lists by the Company.

Lists submitted that do not observe the above rules are considered not to have been submitted.

Outgoing auditors are eligible for re-election.

Each candidate may appear on one list only or will otherwise be disqualified.

Each eligible party may vote for one list only.

For the election of the Auditors, the procedure is as follows:

- from the list obtaining the highest number of votes, two standing members and one substitute member – based on the sequential order with which they were listed in the corresponding sections of the list – are taken.
- from the list with the second highest number of votes submitted by minority shareholders who are not associated, even indirectly, with those who submitted or voted for the winning list, the other standing member and the other substitute member – based on the sequential order with which they were listed in the corresponding sections of the list – are taken.

In the case of a tie vote between two or more lists, all right-holders present at the shareholder meeting proceed with a new vote between these lists. The candidates on the list achieving the majority of votes – excluding abstentions from the calculation – are the ones elected.

The chairman of the Board of Statutory Auditors is elected at the Shareholders' Meeting from among the auditors drawn from the minority list.

In case, even after the fulfilment of the procedure written above, the composition of Board of Statutory Auditors does not respect the prescriptions required by the applicable law in order to guarantee the equality of the genders, there will be made the necessary replacement, according to the sequential number in which the candidates are indicated, among the candidates as standing members of the Board of Statutory Auditors of the majority list, in order to respect the equality of the genders required by the applicable law.

If he/she lacks the requisites required by regulations or by company by-laws, the statutory auditor steps down.

In the case of substitution of a standing statutory auditor, his/her place is taken, until the next shareholder meeting, and with respect of the equality of the genders required by the applicable law, by the first substitute member belonging to the same list as the statutory auditor who ceases to hold office.

In the case of substitution of the chairman, the presidency is taken over, until the next shareholder meeting, by the eldest statutory auditor who satisfies the conditions set by law, or, in his/her absence, by the first substitute member taken from the list to which the ex-chairman belonged.

If the shareholder meeting has to make appointments of standing and/or supplementary statutory auditors and of the chairman as required by law, in order to replenish the Board of Statutory Auditors following substitution, it proceeds according to the following statutory rules:

- If it is necessary to substitute the standing and/or substitute statutory auditor taken from the list receiving the second highest number of votes, the candidates for standing statutory auditor and for substitute statutory auditor – not elected – listed in the corresponding sections of the same list are proposed for office and the person elected is the one obtaining the highest number of votes.

- In the absence of names to put forward pursuant to the previous paragraph, and if it is necessary to replace one or more standing and/or substitute statutory auditors and/or the chairman taken from the list that obtained the highest number of votes, the provisions of law are applied and the shareholder meeting passes a resolution based on the majority of voters, excluding abstainers from the calculation.

In every case of replacement, the composition of the Board of Statutory Auditors must respect the equality of the genders required by the applicable law.

If just one list is presented, the shareholder meeting decides on the basis of the majority of voters, with respect of the equality of the genders required by the applicable law, excluding abstentions from the count, and the presidency pertains to the candidate listed in first place in the section of the list containing the candidates for the office of standing statutory auditor. In the case of replacement of a standing statutory auditor or of the chairman, the substitute statutory auditor and the standing statutory auditor in the sequential order shown in the list in the relevant section take over, with respect of the equality of the genders required by the applicable law, until the next shareholder meeting.

In the case envisaged in the previous paragraph, if the Shareholders' Meeting were to take steps, as legally required, to appoint acting and/or alternate statutory auditors and the chairman in order to replenish the Board of Statutory Auditors following substitution, the provisions of law shall apply, together with the terms of the preceding paragraphs of this article regarding the appointment procedure; the shareholder meeting passes resolutions by a majority of votes, excluding abstentions from the calculation.

Only those who, by the Shareholder's Meeting date, have made the documentation indicated in this Article available can be proposed as candidates.

Persons holding directorships or internal auditing and/or control positions in other companies or entities incorporated under Italian law with shares listed in Italy (excluding companies controlled by "esprinet s.p.a.", parties controlling "esprinet s.p.a.", or companies controlled by the same controlling party as "esprinet s.p.a."), in excess of the limit set by the law and by implementing regulations, as well as those who do not possess the requisites of independence, integrity and

professionalism required by applicable regulations, cannot be elected and, if elected, must step down.

At least one of the acting statutory auditors and at least one of the alternate statutory auditors must be chosen from persons entered in the register of accounting auditors who have performed the activity statutory of auditing of accounts for a period of not less than three years. Statutory auditors not meeting the requisite envisaged in the previous paragraph are chosen from among those who had total experience over a continuous period of at least three years in the performance of:

- Managerial tasks in the administration, finance and control sectors of joint stock listed companies;
- Professional or permanent university teaching activities in a juridical, economic, financial and IT-related technical/scientific subject matter; in the service industry in general, in IT product manufacturing or sale, provision of services in the field of data processing and information-technology systems, or in any case in sectors strictly pertinent to that of the company;
- Managerial functions in public entities or public administrations active in the banking, financial, insurance, and IT sectors, in the manufacturing or sale of IT products, in the provision of services in the field of data processing and information-technology systems, or in any case in sectors strictly pertinent to that of the company.

In the absence of lists, or if for any reason the number of candidates is not sufficient, the Board of Auditors (and the Chairman, if applicable) shall be appointed or supplemented by the Shareholders' Meeting with a legal majority, in order to ensure compliance with the legislation in force regarding gender balance as well as the requirements of independence, integrity and professionalism required by the applicable law.

Pursuant to Article 144-quater of the Issuers' Regulations, CONSOB published its Resolution 44 of 29 January 2021, specifying the percentage of shares required for submitting lists of candidates for election of management and control bodies and, in the Company's case, a minimum stake of 2.5% in the share capital was required.

#### **14. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (ARTICLE 123-BIS, PARAGRAPH 2D) AND D-BIS OF THE TUF)**

At the time of appointment of the Board of Statutory Auditors, only one list of candidates was submitted by shareholders Francesco Monti, Paolo Stefanelli, Tommaso Stefanelli, Matteo Stefanelli, Maurizio Rota and Alessandro Cattani, who collectively held 17,095,016 Esprinet ordinary shares (of which 6,174,051 were held in usufruct by Francesco Monti and 2,625,458 were held in usufruct by Maurizio Rota), equal to 32.62% of the share capital with voting rights at the Shareholders' Meeting.

The proposing shareholders Francesco Monti, Paolo Stefanelli, Tommaso Stefanelli, Matteo Stefanelli, Maurizio Rota and Alessandro Cattani participated in a significant shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58/1998 concerning 16,819,135 ordinary shares of Esprinet S.p.A., representing a total of 32.095% of the shares representing the entire share capital.

Pursuant to the laws in force on balanced gender representation, the proposed list included candidates from both genders.

The above list was accompanied by certificates issued by intermediaries proving their title to the number of shares represented, declarations of each candidate attesting possession of the legal requisites for the office of statutory auditor and acceptance of the candidacy, and *curricula vitae* disclosing the personal and professional characteristics of each candidate. This documentation is

still available for consultation on the Company's website ([www.esprinet.com](http://www.esprinet.com)) in the section Investors – Shareholders' Meeting 2018.

The list of candidates is as follows.

#### Statutory auditors

1. Bettina Solimando – Chairman
2. Patrizia Paleologo Oriundi
3. Franco Aldo Abbate

#### Alternate auditors

1. Antonella Koenig
2. Mario Conti

In May 2020, Antonella Koenig passed away. She was appointed by the Shareholders' Meeting on 4 May 2018 for the position of alternate auditor.

Details are given below of the personal and professional characteristics of the Statutory Auditors.

**Bettina Solimando:** born in San Severo (FG) on 7 August 1974, and Chairman of the Board of Statutory Auditors. Graduated with distinction in Economics and Commerce from the University of Verona in 1998. She is a chartered accountant entered on the Italian Register of Auditors. She is a partner at Studio Pirola Pennuto Zei & Associati, a tax and legal consultancy firm.

She works as a tax consultant for major Italian and multinational groups, has taken part in a range of extraordinary finance operations and has assisted her clients in major tax disputes.

She has obtained substantial experience during her career, particularly in tax, social security and employment law in relation to the expatriate employees of large multinationals.

She has carried out numerous roles in tax accounting for due diligence and restructuring projects for corporate groups, as well as drawing up expert reports and business valuations.

She chairs the Direct and Indirect Taxation Committee of the Order of Chartered Accountants in Verona.

She has been a speaker at numerous conferences organised by Studio Pirola Pennuto Zei & Associati, on topics relating to tax and corporate affairs, and has led seminars on tax and corporate affairs for corporate clients.

She is currently a member of the Board of Statutory Auditors of Safilo Group S.p.A., a company listed on Borsa Italiana, and of many other Italian companies.

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 30 April 2015

**Patrizia Paleologo Oriundi:** born in Milan on 24 January 1957 and graduated in Corporate Finance in 1980 from the Università Commerciale L. Bocconi, specialising in the liberal profession of Chartered Accountant.

Enrolled in the Register of Chartered Accountants of Milan since 1983 and Auditor pursuant to M.D. of 12 April 1995.

She has worked at prestigious tax consulting firms, specialising in consultancy to multinationals, tax litigation and consultancy to non-commercial entities, as well as the legal and accounting control of foundations and associations. Her areas of expertise also extend to property and insurance companies.

She has carried out legal control and supervisory activities pursuant to Law No. 231/01 for more than 30 years

- Date of last appointment: Shareholders' Meeting of 4 May 2018
- Date of first appointment: Shareholders' Meeting of 30 April 2015.

**Franco Aldo Abbate:** born in Milan on 12 July 1973 and holds a degree in Economics and Business from the Catholic University of Milan. He is a Chartered Accountant entered on the Register of Auditors and the Register of Technical Advisors of the Court of Milan for the following specialities: business valuation, corporate finance and securities market.

He began his professional career as a financial analyst at the consulting firm Ambrosetti Stern Stewart Italia, where he worked until 2000.

After working as an auditor with PricewaterhouseCoopers S.p.A., he joined the Medinvest investment bank as Head of M&A, Corporate Finance & Privaty Equity.

Since 2009, he has been with Centrobanca, the merchant bank of the UBI banking group, where he works in investment banking and M&A.

From 2010 to 2013 he held the position of *Chief Financial Officer & Investment Manager* in a number of foreign companies focused on investments in the renewable energy sector.

He is now a freelance professional specialising in company valuations, debt & equity restructuring, corporate finance, business modelling, due diligence, M&A.

He is currently a member of the Board of Statutory Auditors of Esprinet S.p.A. and Guala Closures S.p.A. (listed companies), Clessidra SGR S.p.A., as well as Statutory Auditor and Board Director of numerous Italian companies.

- Date of first appointment: Shareholders' Meeting of 4 May 2018.

Table 4 attached hereto shows the structure of the Board of Statutory Auditors on the date of this Report.

During the year the Board of Statutory Auditors met 13 times.

The average length of meetings was around 100 minutes.

There are 6 meetings scheduled for the current year, of which 3 have already been held as of the date of this Report.

The delegated bodies reported in a correct and timely manner to the Board of Statutory Auditors on the work they carried out, on the general operational performance and on future developments.

The Board of Statutory Auditors:

- verified the independence of its own members in the first meeting called after their appointment;
- during the financial year it verified that the independence requirements had been met, ascertaining that no cases and/or situations of risk and/or threats to its independence had occurred;
- at the meeting of the Board of Statutory Auditors on 25 February 2021, a formal review of the of the Board of Statutory Auditors' self-assessment process was completed and the final self-assessment report was approved.

At Board meetings, the Board of Statutory Auditors was provided with updated information on Company trends and a review of Company affairs, as well as the main changes in the legislative framework.

The Issuer requires that any statutory auditor who has an interest, either directly or on behalf of a third party, in a certain transaction involving the Issuer must inform the other statutory auditors and the Chairman of the Board of Statutory Auditors in a timely and thorough manner about the nature, terms, origin and extent of his interest.

The Board of Statutory Auditors regularly carries out checks on the independence of the independent auditors, verifying that the applicable legal provisions are complied with and examining the nature and scope of any non-auditing services provided for the issuer and its subsidiaries by the independent auditors and any companies belonging to the same network of companies, as well as regularly providing shareholders at shareholders' meetings with reports containing the results of the checks it has carried out.

Furthermore, in accordance with Legislative Decree No. 39/2010, the Board of Statutory Auditors oversaw the financial reporting process, the effectiveness of the internal control, internal auditing and risk management systems, and the statutory auditing of the annual and consolidated accounts.

In that capacity, the Board of Statutory Auditors evaluates proposals, the work plan and the results illustrated in the auditors' report and in any letter of suggestions.

In carrying out its activities, the Board of Statutory Auditors may ask the Internal Audit Department to carry out checks on specific operating areas or corporate transactions. The Board of Statutory Auditors exchanges in a timely manner with the CRC important information on carrying out the respective duties and functions.

There have been no changes in the composition of the Board of Statutory Auditors since the end of the year.

### **Diversity policies**

On 21 December 2017, the Board of Directors asked the Nomination and Remuneration Committee to express an opinion on whether the Company should adopt a policy regarding the diversity of the management, administration and control bodies pursuant to Article 123-bis, paragraph 2d-bis) of the TUF (the "Policy").

The policy was approved by the Board of Directors at the proposal of the Nomination and Remuneration Committee on 21 March 2018, taking into account (i) the size of the Company, (ii) the ownership structure, (iii) the complexity and specificity of the business sector in which Esprinet operates and, with particular reference to the administrative body, (iv) the size of the Board of Directors and (v) the experience of the Board with regard to the activities and operating methods of the Board and its internal committees as well as the results of the self-assessment processes carried out annually.

This is aimed in particular at the persons involved in the process of selecting and appointing members of the Board of Statutory Auditors of the Company and therefore:

- shareholders who, pursuant to law and the Articles of Association, intend to submit lists of candidates for appointment to the Board of Directors and the Board of Statutory Auditors;
- the Shareholders' Meeting called to appoint the Board of Directors and the Board of Statutory Auditors;

The requirements of integrity and independence and the situations of incompatibility and/or revocation established by law and the Articles of Association shall in any case apply.

Here follows a description of the diversity policy adopted and applied in relation to the composition of the Board of Directors.

#### **1. Size of the Board of Statutory Auditors**



In accordance with the Articles of Association, the Board of Statutory Auditors consists of three acting members and two alternate members.

## **2. Composition of the Board of Statutory Auditors**

At least one of the acting statutory auditors and at least one of the alternate statutory auditors must be entered on the central register of accounting auditors and must have performed the activity of statutory auditing of accounts for at least three years.

Statutory auditors who do not meet this requirement must be chosen from among those whose experience totals at least three years in the performance of:

- managerial duties in the administration, finance or control sections of companies limited by shares listed on the stock exchange;
- professional activities or permanent university lecturing posts in the legal, economic, financial, technical/scientific/IT areas, services in general, the computer products industry or trading of computer products, the provision of services in the field of data processing and computer systems, or in sectors closely related to that of the Company;
- managerial roles in public bodies or public authorities active in the sectors of banking, finance, insurance, IT, industry or trading of computer products, the provision of services in the field of data processing and computer systems, or in sectors closely related to that of the Company.

Members of the Board of Statutory Auditors must also, under penalty of dismissal, meet the integrity and independence requirements established by applicable legislation and the Articles of Association.

The Board of Statutory Auditors should ensure adequate gender representation, in compliance with current legislation and the Articles of Association.

## **3. Adoption, implementation and changes to the Policy**

The Policy is adopted by the Board of Directors at the proposal of the Nomination and Remuneration Committee.

The Board of Directors is required to support the adoption of the Policy and to verify and assess how the Policy is implemented and to monitor its results during the reference period, including for the purpose of producing a description of the Policy to be produced annually in the Corporate Governance and Ownership Report.

Any amendments or revisions to the Diversity Policy are approved by the Board of Directors, at the proposal of the Nomination and Remuneration Committee, also taking into account the results of the Board of Directors' annual self-assessment.

## **15. RELATIONS WITH SHAREHOLDERS**

Ongoing dialogue with Shareholders and, in particular, with institutional investors is engaged under the instructions of the Chief Executive Officer, who obtains assistance, within the Company, from a restricted number of colleagues who are particularly suited and specifically appointed to offer the maximum assistance possible. Additional contributions come from outside, for specific contractual relationships, from qualified professionals who deal both with the management of legal relations and also with communication.

The Issuer has also deemed it useful to appoint an Investor Relations Manager with responsibility for relations with shareholders and institutional investors. The Investor Relations Manager also has specific responsibility for handling price sensitive information and relations with both Borsa Italiana and CONSOB.

On 27 July 2020, Giulia Perfetti was appointed Investor Relations Manager of the Esprinet Group.



Giulia Perfetti, born in Milan on 25 November 1974, after graduating in Economics from the Bocconi University in Milan, began her professional career at Esprinet S.p.A. in 2000. After holding numerous marketing roles, she was appointed Head of Group Vendor Management in July 2019, reporting directly to the Chief Executive Officer.

Shareholders can also consult all shareholder documentation on the website [www.esprinet.com](http://www.esprinet.com).

## 16. SHAREHOLDERS' MEETINGS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER C) OF THE TUF)

Pursuant to Article 10 of the Articles of Association, legitimacy in the meeting and in exercising voting rights is governed by the law and the applicable regulations.

All eligible parties with the right to attend the Shareholders' Meeting have the right to peruse all official documents deposited at the registered office and to obtain a copy of the same.

Parties eligible to vote can be represented at shareholders' meetings by a third party in accordance with the provisions of the law. The Company may be notified of a proxy to take part in the Shareholders' Meeting by sending the document to the email address indicated in the notice of meeting.

As regards the functioning of shareholders' meetings, the Company follows a set of Rules approved by the Ordinary Shareholders' Meeting and are not attached to the Articles of Association. A copy of these Rules is handed over to the shareholders, together with a copy of the current Articles of Association, at shareholders' meetings and a copy is also available for consultation on the Company's website ([www.esprinet.com](http://www.esprinet.com)) in the *Governance* section.

Shareholders' meetings are chaired by the Chairman of the Board of Directors or, if he is absent or unavailable, by the Deputy Chairman, if appointed, or, in their absence, by another person designated by the Shareholders' Meeting.

It is the responsibility of the Chairman of the Meeting to ascertain that the meeting has been properly convened, to establish the identity and eligibility of those present, to manage the proceedings of the Meeting on the basis of the approved Rules Governing Shareholders' Meetings, and to verify and announce the results of votes.

Unless the minutes are drawn up by a notary, the Chairman is assisted by a secretary, who need not be a shareholder, appointed by the meeting.

Voting rights cannot be exercised by post.

Resolutions of the Shareholders' Meeting are documented in minutes signed by the Chairman of the Meeting and by the secretary, or by the notary when the latter draws up the minutes or when a notary's participation is required by law.

Resolutions are taken on the basis of an open vote.

To demonstrate ownership of the number of shares required for the submission of lists, shareholders must deposit, along with the lists, a copy of the specific share certificates issued by the authorised intermediaries.

The meeting is authorised to resolve upon matters provided for in the applicable laws, including the authorisations required under the procedures for related-party transactions adopted by the Company.

The Company makes all the documentation available in the time and manner provided by law to ensure that shareholders are adequately informed about the necessary elements, and that they can take the decisions for which they are responsible with full knowledge of the facts.

Such documentation is available at the registered office and is also published on the Company's website in the Investors section.

The Articles of Association provide for the vesting of the management body with all the powers set out in Article 2365, paragraph 2, of the Italian Civil Code.

In reference to the ordinary and extraordinary Shareholders' Meeting of 25 May 2020, due to the current health emergency, in compliance with Decree Law No. 18 of 17 March 2020, the Company has established that attendance at the Shareholders' Meeting shall take place exclusively through a designated representative, pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (TUF).

The designated representative was granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the same decree, in order to allow for the widest possible use of this remote voting tool for all shareholders, in accordance with the fundamental principles of protecting the health of shareholders, employees, representatives and consultants of the Company.

The participation in the Shareholders' Meeting of the persons entitled to attend (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the corporate bodies, the secretary, the designated representative, the independent auditor and/or the employees and/or collaborators authorised by the Chairman), in consideration of the limitations introduced due to the aforementioned health requirements, has taken place exclusively by means of telecommunications that have allowed for their identification, in the manner individually communicated to them, in compliance with the applicable regulations for this eventuality.

The Company has identified as the designated representative, pursuant to Article 135-*undecies* of the TUF, Studio Legale Trevisan & Associati, and any of its deputies, to which have been granted written proxies without expenses for the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals on the Agenda.

All directors in office attended the Ordinary and Extraordinary Shareholders' Meeting of 25 May 2020. The Board reported to the Shareholders' Meeting on the activities performed during the year through the Report on Operations, appended to the financial statements as at 31 December 2019.

The Board has taken the necessary steps to ensure that the shareholders receive adequate information on the elements necessary for the purposes of the Shareholders' Meeting decisions.

Further speeches were not necessary, as the Company prioritises the preparation of structured, written information rather than speeches at the Shareholders' Meeting. These would have taken place if there had been requests for clarification, but none were received during the meeting.

During the year, there were no significant changes in the market capitalisation of the Issuer's shares or in the composition of its shareholding structure such as to require amendments to the Articles of Association concerning the percentages set out for the exercise of the shares and of the prerogatives for the protection of minorities.

## **17. ADDITIONAL CORPORATE GOVERNANCE PROCEDURES (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER A) OF THE TUF)**

The Company has not adopted any additional corporate governance procedures other than those described above, deriving from provisions of the law and regulations, except for adoption of the organisational model in accordance with Legislative Decree No. 231/01 and the provisions of the Internal Control System, inspired by international standards, in particular ERM-Enterprise Risk

Management published by the Committee of Sponsoring Organisations of the Treadway Commission (CoSo).

## 18. CHANGES AFTER THE CLOSING DATE

There were no changes in the corporate governance structure after the close of the financial year.

## 19. CONSIDERATIONS REGARDING THE LETTER OF 22 DECEMBER 2020 FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

The recommendations in the letter of 1 March 2021 from the Chairman of the Corporate Governance Committee were brought to the attention of the Board of Directors at its meeting of 22 December 2020.

At that time, the Board of Directors used the recommendations of the Committee to assess the degree of compliance of the Company with the Code.

The results of the assessment for each individual recommendation are described below.

With regard to sustainability, taking into account the forthcoming application of the new edition of the Code, the Committee invites the Boards of Directors to integrate the sustainability of the business activities in the definition of strategies, the internal control and risk management system and the remuneration policy, also on the basis of a relevance analysis of the factors that may affect the generation of value in the long term.

The Company's remuneration policy for 2021-2023 provides for an increasing centrality in the principles and values underlying the "ESG-Environmental, Social, Governance" issues, through the introduction of an ESG indicator in the first long-term incentive component, i.e. reduction of CO2 emissions.

In addition, in light of the Group's growing sensitivity and expertise on 'ESG-Environmental, Social, Governance' issues and the increased perception of the severity of the non-compliance risks associated with them, in 2020 a more detailed screening of 'non-financial' risks started to be carried out in order to verify the completeness of the current mapping and, if necessary, review the current management methods.

The Board of Directors soon to be appointed will be responsible for launching a project aimed at assessing the methods and timing of integration of the sustainability targets and ESG indicators in the definition of the strategies.

With regard to pre-meeting information, the Committee invites the Boards of Directors to:

- explicitly determine the terms deemed appropriate for sending the documentation;
- provide in the report on corporate governance a clear indication of the terms identified and their effective compliance;
- establish that these terms may not be derogated from for mere reasons of confidentiality.

The Company has constantly provided an adequate flow of information in advance, both with regard to ordinary management activities and with regard to the most significant corporate transactions (with particular reference to acquisitions and the structuring of the Group), without particular critical areas except in the rare emergency cases.

With regard to the application of the independence criteria, the Committee invites the Boards of Directors to:

- always justify on an individual basis the possible non-application of one or more independence criteria;
- define ex ante the quantitative and qualitative criteria to be used to assess the significance of the relationships under examination.

As described in paragraph 4.6, Independent Directors, in making the necessary assessments of the existence of independence requirements, the Board usually applies all of the criteria set out in the Code.

In the Board meeting of 8 February 2021, the Board carried out its annual assessment of the independence of directors, checking that the independence requirements set out in Article 147-ter, paragraph 4 and Article 148, paragraph 3 of the TUF, and in the Code, are satisfied.

Following these assessments, it transpired that all of the requirements set out therein were satisfied with reference to Renata Maria Ricotti, Chiara Mauri, Cristina Galbusera, Emanuela Prandelli and Ariela Caglio.

As stated at the time of appointment, Director Mario Massari has been a director of the Company for more than nine of the last twelve years; nevertheless, in view of the independence of judgement he has constantly demonstrated and of his professional qualities, the Board of Directors has recognised Director Mario Massari as an independent director.

It is company policy not to entertain economic relations of any kind with independent directors.

With regard to the self-assessment of the management body, the Committee invites the Boards of Directors to:

- assess the contribution of the Board to the definition of strategic plans;
- supervise the board review process.

The Board of Directors is involved in defining the strategic plans and is constantly updating their development and application.

With regard to the appointment and succession of directors, the Committee invites the Boards of Directors:

- a) to promptly give an account of the activities carried out by the Nomination Committee if it is merged with the Remuneration Committee or its functions are attributed back to *the full* Board;
- b) to ensure the completeness and timeliness of the resolution proposals required for the process of appointment of the corporate bodies and to express, at least in non-concentrated ownership companies, guidance as to its optimal composition;
- c) to provide, at least in large companies, a succession plan for executive directors that identifies at least the procedures to be followed in the event of early termination of office.

The activities carried out by the Nomination and Remuneration Committee are described in paragraph 7, Nomination and Remuneration Committee, of the Report on Corporate Governance and Ownership Structure and in the Report on the Remuneration Policy and Compensation Paid pursuant to Article 123-ter of the TUF.

When appointing the Board of Directors, the Nomination and Remuneration Committee expresses its opinion to the Shareholders' Meeting on its optimal composition.

As described in Paragraph 4.1, Board of Directors – Appointment and replacement, in 2013 the Company adopted a continuity and succession plan for key managers in the most senior positions

at the Esprinet Group, i.e. the executive directors of Esprinet S.p.A. and managers with strategic responsibilities identified within the Group.

Please refer to the new Board for the analysis of the current succession policy, verifying its relevance in the light of the current workforce.

With regard to remuneration policies, the Committee invites the Boards of Directors:

- to provide clear indications on the identification of the weight of the variable component, distinguishing between components linked to annual and multi-year time horizons;
- to strengthen the link between variable remuneration and long-term performance objectives, including, where relevant, also non-financial parameters;
- to limit to exceptional cases, subject to adequate explanation, the possibility of disbursing amounts not linked to predetermined parameters (i.e. ad hoc bonuses);
- to define criteria and procedures for the assignment of severance indemnities;
- to verify that the amount of remuneration paid to non-executive directors and members of the control body is adequate for the expertise, professionalism and commitment required by their office.

As described in more detail in the Report on the Remuneration Policy and Compensation Paid pursuant to Article 123-ter of the TUF, to which reference should be made, the Company believes it is in line with the recommendations of the Committee.

The recommendations made in the letter were also submitted, to the extent applicable, to the Board of Statutory Auditors.

For and on behalf of the Board of Directors

*The Chairman*

Maurizio Rota

## SUMMARY TABLES

The following table shows the exact composition of the share capital.

**Table 1 – Share Capital Structure**

	No. of shares	% s.c.	Listing market	Rights and obligations
Ordinary shares <sup>(1/2)</sup>	50,934,123	100.0%	MTA STAR segment	<sup>(3)</sup>
Shares with limited voting rights	none	-	-	-
Shares without voting rights	none	-	-	-

<sup>(1)</sup> ISIN code IT0003850929

<sup>(2)</sup> at the date of this Report, the Company holds 1,150,000 ordinary shares, equal to 2.26% of the share capital, for which voting rights are suspended

<sup>(3)</sup> the rights attached to ordinary shares are described in Articles 5 and 6

The following table shows the persons who, according to the documents published by CONSOB (updated based on communications received pursuant to law and drawn up to the date of the Report), and according to the information held by the Company, hold shares with voting rights at the Ordinary Shareholders' Meeting amounting to more than 3% of the ordinary capital.

**Table 2 – Significant investments in Share capital**

Declarant	Direct shareholder	% of ordinary capital	% of voting capital
Francesco Monti <sup>(1)</sup>	Francesco Monti <sup>(1)</sup>	16.160%	16.160%
Uliber S.r.l. <sup>(2)</sup>	Giuseppe Cali	11.263%	11.263%
Axopa S.r.l.	Axopa S.r.l.	9.068%	9.068%
Paolo Stefanelli <sup>(3)</sup>	Paolo Stefanelli <sup>(3)</sup>	5.215%	5.215%
JP Morgan Asset Management Holdings Inc.	JP Morgan Asset Management Holdings Inc.	3.025%	3.025%

<sup>(1)</sup> holder of usufructuary right

<sup>(2)</sup> of which Uliber S.r.l. 11.254% and Giuseppe Cali directly owns 0.009%

<sup>(3)</sup> passed away on 15 December 2019. Probate will commence and will follow its course within the terms established by law.

The following table shows the composition of the Board of Directors on the date of this Report.

Table 3 – Structure of the Board of Directors

Position	Name	List <sup>(1)</sup>	Exec.	Non-exec.	Indep. <sup>(2)</sup>	(3)	Other assignme	CR <sup>(4)</sup>	(3)	NR <sup>(4)</sup>	(3)
Chairman	Maurizio Rota	M	x			14/14	1				
Chief Executive	Alessandro Cattani	M	x			14/14	4				
Director	Marco Monti	M		x		14/14	-				
Director	Matteo Stefanelli	M		x		12/14	-				
Director	Tommaso Stefanelli	M		x		14/14	-				
Director	Mario Massari	M		x	x	14/14	4	x	5/5	x	6/6
Director	Chiara Mauri	M		x	x	14/14	1			x	6/6
Director	Cristina Galbusera	M		x	x	13/14	1	x	5/5	x	6/6
Director	Emanuela Prandelli	M		x	x	14/14	1				
Director	Ariela Caglio	M		x	x	13/14	1				
Director	Renata Maria Ricotti	M		x	x	14/14	4	x	5/5		
Directors who left office in 2020											
Position	Name	List <sup>(1)</sup>	Exec.	Non-exec.	Indep. <sup>(2)</sup>	(3)	Other assignme	CR Comm. <sup>(4)</sup>	(3)	NR Comm. <sup>(4)</sup>	(3)
Director	Valerio Casari	M	x			7/7	-				

<sup>(1)</sup> means the list from which each director was drawn ("M" denotes the majority list and "m" the minority list)

<sup>(2)</sup> independent directors pursuant to the Code and TUF.

<sup>(3)</sup> indicates attendance at Board and Committee meetings respectively

<sup>(4)</sup> indicates membership of Committees.

## NOTES

Exec.: **an executive director**

Non-exec.: **a non-executive director**

**Other:** the total number of director or auditor posts held by the individual concerned in other companies listed on regulated markets, in Italy or abroad, in financial companies, banks, insurance companies or large-sized companies and in the Group's companies. The point, "Maximum Number of Offices held in Other Companies" contains a list of the companies with reference to each individual director, also specifying whether the companies concerned belong to the Esprinet Group.

**CR Comm.:** Control and Risks Committee

**NR Comm.:** Nomination and Remuneration Committee

The following table shows the composition of the Board of Statutory Auditors on the date of this Report.

Table 4 – Structure of the Board of Statutory Auditors

Name	Position	List <sup>(1)</sup>	In office since	Indep.	(2)	(3)	(4)	Number of positions
Bettina Solimando	Chairman	M	30/04/2015	x	13/13	14/14	4/5	12
Patrizia Paleologo Oriundi	Acting Statutory Au	M	30/04/2015	x	13/13	14/14	5/5	9
Franco Aldo Abbate	Acting Statutory Au	M	04/05/2018	x	13/13	14/14	4/5	21
Mario Conti	Alternate Auditor	M	04/05/2018	x	-	-	-	-
Statutory Auditors who left office in 2020								
Name	Position	List <sup>(1)</sup>	In office since	Indep.	(2)	(3)	(4)	Number of positions
Antonella Koenig	Alternate Auditor	M	30/04/2015	x	-	-	-	-

<sup>(1)</sup> means the list from which each auditor was drawn ("M" denotes the majority list and "m" the minority list)

<sup>(2)</sup> indicates attendance at meetings of the Board of Statutory Auditors

<sup>(3)</sup> indicates attendance at meetings of the Board of Directors



<sup>(4)</sup> indicates attendance at meetings of the Control and Risks Committee

## NOTES

**Indep.:** means that the auditor qualifies as independent according to the criteria set by the Code

**Number of positions:** the total number of positions as director or statutory auditor held by the person concerned, deemed significant pursuant to Article 148-bis of the TUF (including the position of Statutory Auditor at Esprinet S.p.A.).

## Annexes

Annex 1	Esprinet S.p.A. Company By-Laws
Annex 2	Rules Governing Shareholders' Meeting of Esprinet S.p.A.
Annex 3	Guidelines for the Internal Control and Risk Management System
Annex 4	Code of Ethics
Annex 5	Code of conduct for responsible management of the Esprinet Group supply chain
Annex 6	Extract of the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 of Esprinet S.p.A.
Annex 7	Regulation of the Control and Risks Committee
Annex 8	Regulation of the Nomination and Remuneration Committee
Annex 9	System of management delegations of Esprinet S.p.A.

## Annex 1

### Esprinet S.p.A. Company By-Laws

#### **COMPANY BY-LAWS**

##### **SECTION I**

#### **INCORPORATION – CORPORATE NAME – REGISTERED HEADQUARTERS – COMPANY DURATION**

##### **Article 1**

A joint stock company has been incorporated called:

**"esprinet" s.p.a.**

The corporate name can, for all purposes, also be used in the other following form:

**"Esprinet" S.p.A.**

##### **Article 2**

The Company has its registered office in Vimercate (MB).

Headquarters, agencies, representation offices and branch offices may be constituted or closed both in Italy and in other foreign countries.

##### **Article 3**

The company's duration is fixed as lasting until December 31<sup>st</sup> 2100 and can be extended one or more times with a resolution passed by an extraordinary shareholder meeting. Shareholders who have not taken part in resolutions concerning the extension of duration do not have the right of withdrawal.

##### **SECTION II**

#### **CORPORATE PURPOSE**

##### **Article 4**

The company has as its corporate purpose:

- the sale – both wholesale and retail – also via internet and by correspondence, marketing and communication activities, representation, hire and leasing, installation, assembly, maintenance and operation related to products, equipment, systems, devices, procedures and software in the sector of:
- ICT (Information and Communication Technology),
- consumer electronics, including for example household appliances, televisions, telephones, games, photographic, audio and video devices, musical instruments, wearable devices including watches and sports items, satellite navigation systems, drones and virtual and enhanced reality systems,
- office supplies,
- Internet technologies,
- electric, electronic, electromedical and optoelectronic products and components in general,

- and products that are auxiliary and complementary to the products listed as typically purchased by retailers specialised in the sale of the listed products;
- the supply of: services in the field of data processing and information systems including the operation, maintenance, technical assistance and repair of electronic computers and of electronic equipment in general and marketing services including web services; logistics services, including goods transport; disposal services; services involved in the organisational restructuring of companies and technical professional updating courses as well as services auxiliary and supplementary to those listed;
- the taking on of sales representation and agency mandates in the sectors indicated above;
- the acquisition of equity interests in companies and/or organisations that already exist or are being incorporated, specifying that this activity will not be performed vis-à-vis the public but only vis-à-vis subsidiary or associated companies as per Article 2359 of the Italian Civil Code.

The Company can undertake co-ordination, also of a strategic nature, of the various equity interests, providing, where necessary, services of a technical, administrative, accounting, information-technology, commercial, promotional, and financial nature.

It can also accomplish all transactions whose nature is financial – including provision of guarantees – real-estate related, and commercial that are connected with achievement of the corporate purpose, with exclusion, in any case, of performance of financial activities vis-à-vis the public.

### **SECTION III**

#### **SHARE CAPITAL AND COMPANY SHARES**

##### **Article 5**

Share capital is EUR 7,860,651.00 (seven million eight hundred sixty thousand six-hundred and fifty-one) divided into the number of 50,934,123 (fifty million nine hundred and thirty four thousand one hundred and twenty three) shares without any indication of the nominal value.

Share capital can be increased on one or more occasions by virtue of resolutions passed by extraordinary shareholder meetings also via issue of shares having rights different to those of ordinary shares, in compliance with current regulations. Share capital can also be increased via conferment of receivables and of goods in kind. In the case of a capital increase, the option right is excluded within the limit of 10% (ten percent) of previous existing share capital, on condition that the shares' issue price corresponds to the shares' market value and is confirmed in a specific report by the firm appointed as independent auditor. The resolution concerning the present paragraph is passed with the quorums indicated in Articles 2368 and 2369 of the Italian Civil Code.

Saving the provisions made by Article 2441, paragraph 8, of the Italian Civil Code, the shareholder meeting – to service stock option plans and with a resolution passed by as many shareholders as those accounting for over half of share capital, even if the resolution is passed in a meeting held after a single call or after first call – can pass resolutions approving share capital increases within the maximum limit of 7% (seven percent) of existing share capital, with exclusion of option rights and with the power to determine prices that can also be differentiated, fixed in compliance with the criteria established by current regulations and with possible discounts on the average stock market price, as long as they are based on objective parameters envisaged by the stock option plans.

The shareholder meeting can delegate the decisions indicated in the previous paragraph to the Board of Directors, as per the provisions of Article 2443 of the Italian Civil Code.

#### **Article 6**

Each right holder has one vote for each share held. Shares are registered, freely transferable and indivisible and, in the case of joint ownership, are regulated by law.

#### **Article 7**

The shareholder capacity means adherence to the company by-laws.

### **SECTION IV**

## **SHAREHOLDER MEETING**

#### **Article 8**

The shareholder meeting, properly constituted, represents all shareholders.

The shareholder meeting is in charge to deliberate on issues required by the applicable law, included the authorizations requested by the procedures adopted by the Company dealing with the operations with related parties.

Its resolutions, passed in compliance with the law and with the present by-laws, are binding for all shareholders, even if they do not attend the meeting or dissent.

Whilst the powers of meeting convocation envisaged by specific legal requirements in any case hold good, the Board of Directors convenes ordinary or extraordinary shareholder meetings to be held at the company's registered headquarters or in any other place indicated in the meeting notice, as long as it is in Italy.

Shareholder meetings can also be convened by the Board of Statutory Auditors, in the cases envisaged by law, via its President, or by at least two members of the Board of Statutory Auditors, after having advised the Chairman of the Board of Directors.

Notice of the meeting, including the information envisaged by the norms also of regulatory kind in force, must be published as by law on the website of the Company; where necessary for mandatory rule or decision of the directors, on the Gazzetta Ufficiale della Repubblica Italiana [Official Gazette of the Italian Republic] with the other methods envisaged by the norms also of regulatory kind in force.

The ordinary shareholders' meeting and the extraordinary shareholders' meeting will usually be held following a single call. The Board of Directors may nevertheless establish that both the ordinary shareholders' meeting and the extraordinary shareholders' meeting are held following more than one call if it deems it opportune and specifies this in the call notice.

The notice must specify the quorum required for the submission of candidate lists for the election of directors and statutory auditors, along with the method of calculation.

#### **Article 9**

The Ordinary Shareholders' Meeting must be called at least once a year within 120 (one hundred and twenty) days from the financial year-end, or within 180 (one hundred and eighty) days in those cases provided for by law.

The Shareholders that jointly represent at least one fortieth of the share capital can request, within 10 (ten) days after the publishing of Shareholders' Meeting notice of calling, an integration of the items in the agenda by indicating in the question the proposed further items; the notification of such integrations will follow the rules and terms prescribed by law.

## **Article 10**

The entitlement to participate in the meeting and to exercise voting right will be regulated pursuant the law and applicable regulation

Every right-holder having the right to attend the shareholder meeting has the right to peruse all official documents lodged at the company's registered HQ and to obtain a copy of the same.

Right-holders can cause themselves to be represented at shareholder meetings with observance of legal requirements. Notification to the Company of the proxy given for the attendance of the shareholder meeting can be made also through sending of the document at the email address indicated in the meeting notice.

## **Article 11**

For the shareholders' meeting and resolutions to be valid, for both ordinary shareholders' meetings and extraordinary shareholders' meetings, the majorities required by the law and by the company by-laws shall be observed in individual cases.

For appointment of the Board of Statutory Auditors the provisions of Article 19 are applied.

Majorities for resolutions are calculated without taking voting abstentions into account.

## **Article 12**

Shareholder meetings are chaired by the Chairman of the Board of Directors, or in the case of his absence or impediment, by the Deputy Chairman, if appointed, and, in their absence, by another person designated by the shareholder meeting.

It is the responsibility of the meeting chairman to ascertain that the meeting has been properly constituted, ascertain the identity and legitimation of those present, manage meeting proceedings on the basis of the approved Shareholder Meeting Regulation, and to ascertain and proclaim the results of voting. Unless minutes are drawn up by a notary, a secretary, not necessarily a shareholder, appointed by the shareholder meeting, assists the meeting chairman.

Voting rights cannot be exercised by post.

Shareholder meeting deliberations and resolutions are documented in minutes signed by the meeting chairman and by the secretary, or by the notary when the latter draws up the minutes or when a notary's participation in this respect is required by law.

## **Article 13**

Resolutions for the election of directors and statutory auditors are passed on the basis of an open vote, with the majorities required by law and the by-laws, using the preference list system.

The members of the Board of Directors are elected, with respect of the equality of the genders required by the applicable law, on the basis of candidate lists, listed in progressive order, submitted by the Board of Directors or by the sponsoring shareholders, who alone or in conjunction with other shareholders represent, as of the date the list is submitted, at least one fortieth of the share capital or any different amount established by law, and who in any case satisfy any other conditions set by law.

The lists must be filed at the company's registered office at least twenty-five days prior to the date of the meeting on single call or at first call, without prejudice to any shorter deadline set by law. The Board of Director's list, if submitted, shall be filed at the Company's registered office by the thirtieth day prior to the date of the meeting and made the subject of publicity formalities required by law.

The lists must state which candidates qualify as independent, as defined by law for directors of listed companies.

Each list must be accompanied by declarations in which the nominees accept their candidacy and confirm that there are no reasons for ineligibility or disqualification, that they meet any conditions set by law or the company's by-laws, and (if applicable) that they qualify as independent.

The lists that submit a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, to the extent required by pro tempore governing regulations concerning balance between genders.

To demonstrate ownership of the number of shares required for the submission of lists, shareholders must file within the term envisaged by the norms in force for the publishing of the lists by the Company, a copy of the shareholding certificates issued by the authorized intermediaries.

Lists submitted in violation of the by-laws will be treated as never submitted.

A single shareholder, as well as shareholders belonging to the same group -- i.e. the controlling party, subsidiaries, sister companies and associates as defined by Art. 2359 of the Italian Civil Code -- and shareholders who are party, including through subsidiaries, to an agreement regarding the company's shares per Art. 122 of Legislative Decree 58/1998 may not submit more than one list either directly or through trust companies or other intermediaries.

For the purposes of this article, control (including with reference to parties in non-corporate form) is defined by Art. 93 of Legislative Decree 58/1998.

Each candidate may appear on one list only or will otherwise be disqualified.

Each right-holder may vote for a single list.

One member of the Board of Directors (who must satisfy the conditions of reputability and professional qualifications per Art. 148, paragraphs III and IV of the Consolidated Finance Act) is drawn from the minority list obtaining the highest number of votes which is in no way associated, even indirectly, with the shareholders who submitted or voted for the winning list. For the purposes of selecting the winning candidates, account is not taken of lists that fail to obtain a percentage of votes equal to at least half that required for the submission of lists.

All other members of the board are drawn from the list obtaining the highest number of votes, in the order in which their names appear on the list, and at least two of them (or any higher number required by the laws in effect when the lists are submitted) must meet the legal definition of independent as established for the directors of listed companies.

If, when the candidates are elected in the manner described above, the presence of the necessary number of Directors who meet the independence requirements established by law for the directors of listed companies is not met, the candidate who does not meet the independence requirements established by law for directors of listed companies elected last in progressive order on the list receiving the most votes will be replaced by the first candidate who meets the independence requirements established by law for directors of listed companies not elected from the same list in progressive order. If this procedure does not ensure the necessary number of Directors who meet the independence requirements established by law for directors of listed companies, the replacement will take place with a resolution approved by a relative majority, after the submission of candidacies by persons who meet the independence requirements established by law for directors of listed companies.

In case the Board of Director's composition, even after the fulfilment of the procedure written above, does not respect the prescriptions required by the law in order to guarantee the equality of the genders, the last elected candidate of the majority list, according to the sequential number



in which the candidates are indicated, belonging to the gender more represented, will be automatically replaced by the first not elected candidate of the same list and belonging to the gender less represented. This procedure will be applied as long as the composition of the Board of Directors will be respectful of the prescriptions required by the applicable law in order to guarantee the equality of the genders. In the event of the procedure's inability to guarantee the equality of the genders required by the applicable law, the replacement will be adopted by the Shareholders' meeting resolution. This resolution will be adopted with simple majority by means of submission of candidates belonging to the gender less represented.

In the event of a tie between two or more lists, a new ballot is held between those lists on which all eligible parties present in the meeting may vote. The candidates on the list winning a simple majority of votes shall be elected, with abstentions excluded from the count.

If only one list has been submitted, the Shareholders' Meeting shall vote on it and if it obtains a majority, the candidates listed in progressive order up to the number set by the Shareholders' Meeting shall be elected subject to the obligation for the Shareholders' Meeting to organise the appointment of a number of Directors who meet the independence requirements established by law for the directors of listed companies while respecting the balance between sexes based on regulations in force from time to time.

In the absence of lists, or if the number of directors elected on the basis of lists submitted is less than that determined by the Shareholders' Meeting, members of the Board of Directors over and above those elected on the basis of any submitted lists up to the number of directors determined by the Shareholders' Meeting, shall be appointed by the Shareholders' Meeting with a legal majority, in order to ensure the necessary number of directors meeting the independence requirements established by law for the directors of listed companies, as well as compliance with legislation in force regarding gender balance.

## **SECTION V**

### **BOARD OF DIRECTORS**

#### **Article 14**

The company is managed by a Board of Directors, which is appointed by the shareholder meeting and consists of a variable number of members, in any case not less than 7 (seven) and not more than 13 (thirteen).

It is the responsibility of the ordinary shareholder meeting to determine the number of members of the Board of Directors.

The Board of Directors, at the first meeting following its election and with the input of the Board of Statutory Auditors, shall verify that the directors elected on the assumption that they qualify as independent actually satisfy the requisite criteria, and if such criteria were not originally met or cease to be met at a later time, shall require said persons to step down and shall take the consequent measures; independent status shall be verified by the board periodically, according to its rules of operation, but no less than once per calendar year.

The members of the Board of Directors may also be non-shareholders; they serve for three years or for a shorter term established upon their election, may be re-elected, and step down as of the shareholders' meeting called to approve the financial statements for their final year in office.

If one or more directors become unavailable during the company's financial year, they are substituted in accordance with legal regulations.

If the majority of directors appointed by the shareholder meeting cease to be available because of resignation or for any other reason, the whole Board is taken to have lapsed with this taking effect when it has been replaced. In this case a shareholder meeting must be urgently convened to appoint the whole Board.

### **Article 15**

The Board – if the shareholder meeting has not already done so – elects the Chairman from among its members, and possibly also a Deputy Chairman. It can also appoint a secretary from outside its members.

General representation of the company and also the power of corporate signature pertain on a disjoined basis to the Chairman, Deputy Chairman (if appointed), and, within the limits of their functions, to directors to whom the Board of Directors has delegated its powers pursuant to Article 17.

### **Article 16**

Meetings of the Board of Directors are also held away from the company's registered HQ, as long as the venue is in Italy, and are convened at the Chairman's request or at the joint request of the majority of Board members, or at the request of the President of the Board of Statutory Auditors or of at least one member of the Board of Statutory Auditors.

In order for the Board of Directors' resolutions to be valid, the presence of the majority of directors in office is required.

Resolutions are passed on the basis of the outright majority of the votes of members present, excluding those abstaining. In the case of a tie vote, the chairman of the meeting has the casting vote.

In exception to the above, resolutions must be passed by a majority of 70% (seventy percent) of the board (rounded up), with no casting vote given to the chairman, when the resolutions concern: a) the election and removal of managing directors and the granting and revocation of their powers; b) approving and revising the budget or the business plan; c) the acquisition, spin-off or sale (including by subsidiaries) of companies and/or equity investments; d) the approval of stock option plans and treasury share buy-back plans; e) new medium/long-term loans; f) the creation of an Executive Committee, the definition of its powers and the appointment and removal of its members.

The Board of Directors' meetings are chaired by the Chairman or, in the case of his absence or impediment, by the Deputy Chairman, if appointed, or by the most senior director in terms of age.

Convocation must take place via telegram, fax or e-mail to be sent at least three clear days before the date fixed for the meeting and, in urgent cases, at least one day beforehand to each director's domicile. Regardless of observance of the convocation formalities indicated above, the Board meeting is taken to be properly constituted if all Board members and all standing statutory auditors in office are present.

The possibility is envisaged of Board of Directors' meetings being held via teleconferencing or videoconferencing, on condition that all those eligible can participate and be identified and are able to follow the discussion and intervene in real time in discussion of the topics addressed, as well as to receive and peruse or transmit documents. If such prerequisites exist, the Board meeting is considered to be held in the place where the Chairman is present, and where the secretary for the meeting must also be present, in order to permit the drafting and signature of minutes in the relevant journal.

The deliberations and resolutions of the Board of Directors must be documented in minutes, signed by the Chairman and by the secretary for the meeting.

#### **Article 17**

The Board of Directors is vested with the fullest possible powers for ordinary and extraordinary management of the company.

The Board is also attributed with all competences as per Article 2365, second paragraph, of the Italian Civil Code. On occasion of meetings, to be held with at least a quarterly frequency, the Board of Directors and the Board of Statutory Auditors, also via delegated bodies, are informed of the activity performed and of the transactions most important in business, financial and capital terms undertaken by the company or by its subsidiaries, and of expected business progress, with special reference to operations featuring potential conflict of interest.

When special needs are deemed to make it appropriate, the aforementioned information can be communicated in writing to the President of the Board of Statutory Auditors.

The Board of Directors can appoint one or more Managing Directors, who are under obligation to operate within the limits indicated by law.

The Board of Directors can, within legal limits, delegate its powers to an Executive Committee, determining the content, limits and possible methods of exercising the powers delegated pursuant to Article 16 above.

For the Executive Committee's meetings and decisions, the rules dictated for the Board of Directors apply; however, all decisions not unanimously approved by the Executive Committee shall revert to the Board of Directors.

The Board of Directors can also appoint one or more general managers, who need not be directors, determining their powers and related compensation.

The office of Managing Director and that of President of the Executive Committee can be combined with those of Chairman and Deputy Chairman of the Board of Directors.

#### **Article 18**

Members of the Board of the Directors have the right to be refunded for expenses borne for reasons of their office and to emoluments in the amount fixed by the shareholder meeting.

The shareholder meeting can also determine an overall amount for remuneration of all directors, including those holding particular offices. The Board of Directors will share out the emolument or remuneration as determined above in the way that it considers to be most appropriate, taking account of the commitment required of its members.

The remuneration of members of the Board of Directors holding particular offices is determined – if the shareholder meeting has not done so – by the Board itself pursuant to Article 2389 of the Italian Civil Code.

#### **Article 18 bis**

The Board of Directors, with mandatory input from the Board of Statutory Auditors, appoints in the company's administrative sector a financial reporting officer (with suitable qualifications, specific experience in finance and control, and a record of ethical conduct), granting that person the powers and means necessary for fulfilment of his duties and defining his term of office.

### **SECTION VI**

### **BOARD OF STATUTORY AUDITORS**

## **Article 19**

The Board of Statutory Auditors consists of three standing members and two substitute members. Appointment of members of the Board of Statutory Auditors will take place according to the procedure indicated in the following paragraphs and is designed to reserve the appointment of one standing statutory auditor and one substitute statutory auditor for minority shareholders, and with respect of the equality of the genders required by the applicable law.

Appointment of the members of the Board of Statutory Auditors takes place on the basis of lists in which the candidates are indicated by means of a sequential number. Each list consists of two sections: one reserved for candidates for the office of standing statutory auditor and the other for candidates for the office of substitute statutory auditor. Each list contains a number of candidates not exceeding the number of members to be elected.

The lists that submit a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, to the extent required by pro tempore governing regulations concerning balance between genders, both as regards candidates for the office of standing auditor and candidates for the office of substitute members.

Lists can be presented only by shareholders who, at the time the lists are submitted, account – alone or together with other shareholders – for at least the same percentage of share capital required by Article 13 for the election of the Board of Directors, and in any case satisfy any other requirements set by law.

Each shareholder, as well as shareholders belonging to the same group – with this meaning the entity exercising control, subsidiaries and companies controlled by the same parent entity, or those associated according to Article 2359 of the Italian Civil Code – and shareholders participating, also via subsidiaries, in an agreement under Article 122 of Italian Legislative Decree no. 58/1998 concerning the company's shares, cannot present, not even via third parties or trustee companies, more than one list.

For the purposes of the present article control exists, also with reference to subjects that are not corporate entities, in the cases envisaged by Article 93 of Italian Legislative Decree 58/1998.

The lists, signed by the shareholder or shareholders presenting them (also via delegation of one shareholder) must be lodged at the company's registered HQ at least 25 days before the date fixed for the shareholder meeting on single call or first call (and this will be mentioned in the meeting notice), without prejudice to any shorter deadline established by law.

Together with each list, within the same 25-day term indicated above, a description must be lodged of individual candidates' professional resumés, as well as the declarations with which individual candidates accept their candidacy and attest, under their own responsibility, the absence of causes of incompatibility and ineligibility, as well as the existence of the requisites laid down by regulations for the office in question and in particular their independent status.

Within the term envisaged by the applicable rules for the publishing of the lists by the Company, there must be lodged also the certificates issued by the authorized intermediaries proving, at the moment of the lodging of the lists at the Company, the ownership of the number of shares necessary for their presentation.

Lists submitted that do not observe the above rules are considered not to have been presented.

Outgoing statutory auditors can be re-elected. Each candidate can present himself/herself in just one list, on pain of ineligibility.

Each right-holder can vote for only one list.

The following procedure is applied for the election of statutory auditors:

- from the list obtaining the highest number of votes, two standing members and one substitute member – based on the sequential order with which they were listed in the corresponding sections of the list – are taken.

- from the list with the second highest number of votes submitted by minority shareholders who are not associated, even indirectly, with those who submitted or voted for the winning list, the other standing member and the other substitute member – based on the sequential order with which they were listed in the corresponding sections of the list – are taken.

In the case of a tie vote between two or more lists, all right-holders present at the shareholder meeting proceed with a new vote between these lists. The candidates on the list achieving the majority of votes – excluding abstentions from the calculation – are the ones elected.

The chairman of the Board of Statutory Auditors is elected at the shareholders' meeting from among the auditors drawn from the minority list.

In case, even after the fulfilment of the procedure written above, the composition of Board of Statutory Auditors does not respect the prescriptions required by the applicable law in order to guarantee the equality of the genders, there will be made the necessary replacement, according to the sequential number in which the candidates are indicated, among the candidates as standing members of the Board of Statutory Auditors of the majority list, in order to respect the equality of the genders required by the applicable law.

If he/she lacks the requisites required by regulations or by company by-laws, the statutory auditor lapses from office.

In the case of substitution of a standing statutory auditor, his/her place is taken, until the next shareholder meeting, and with respect of the equality of the genders required by the applicable law, by the first substitute member belonging to the same list as the statutory auditor who ceases to hold office.

In the case of substitution of the chairman, the presidency is taken over, until the next shareholder meeting, by the eldest statutory auditor who satisfies the conditions set by law, or, in his/her absence, by the first substitute member taken from the list to which the ex-chairman belonged. If the shareholder meeting has to make appointments of standing and/or supplementary statutory auditors and of the chairman as required by law, in order to replenish the Board of Statutory Auditors following substitution, it proceeds according to the following statutory rules:

- If it is necessary to substitute the standing and/or substitute statutory auditor taken from the list receiving the second highest number of votes, the candidates for standing statutory auditor and for substitute statutory auditor – not elected – listed in the corresponding sections of the same list are proposed for office and the person elected is the one obtaining the highest number of votes.

- In the absence of names to put forward pursuant to the previous paragraph, and if it is necessary to replace one or more standing and/or substitute statutory auditors and/or the chairman taken from the list that obtained the highest number of votes, the provisions of law are applied and the shareholder meeting passes a resolution based on the majority of voters, excluding abstainers from the calculation.

In every case of replacement, the composition of the Board of Statutory Auditors must respect the equality of the genders required by the applicable law.

If just one list is presented, the shareholder meeting decides on the basis of the majority of voters, with respect of the equality of the genders required by the applicable law, excluding abstentions from the count, and the presidency pertains to the candidate listed in first place in the section of the list containing the candidates for the office of standing statutory auditor. In the case of

replacement of a standing statutory auditor or of the chairman, the substitute statutory auditor and the standing statutory auditor in the sequential order shown in the list in the relevant section take over, with respect of the equality of the genders required by the applicable law, until the next shareholder meeting.

In the case envisaged in the previous paragraph, if the shareholder meeting has to proceed, as legally required, with appointments of standing and/or supplementary statutory auditors and of the chairman in order to replenish the Board of Statutory Auditors following substitution, the provisions of law are applied as well as the terms of the preceding paragraphs of this article regarding the election procedure; the shareholder meeting passes a resolution with the majority of voters, excluding abstentions from the calculation. Only those who have made the documentation indicated in this article available by the shareholder meeting date can be proposed as candidates. Those persons who hold directorships or internal auditing positions in other companies or entities incorporated under Italian law with shares listed in Italy (excluding companies controlled by “esprinet s.p.a.”, parties controlling “esprinet s.p.a.”, or companies controlled by the same controlling party of “esprinet s.p.a.”), in excess of the limit set by the law and by implementation regulations, as well as those who do not possess the requisites of independence, honourability and professionalism required by applicable regulations, cannot be elected and, if elected, must step down. At least one of the standing statutory auditors and at least one of the substitute statutory auditors must be chosen from persons registered in the central register of accounting auditors who have performed the activity of legal auditing of accounts for a period of not less than three years. Statutory auditors not meeting the requisite envisaged in the previous paragraph are chosen from among those who had total experience over a continuous period of at least three years in the performance of:

- Managerial tasks in the administration, finance and control sectors of joint stock listed companies;
- Professional or permanent university teaching activities in a juridical, economic, financial and IT-related technical/scientific subject matter; in the service industry in general, in IT product manufacturing or sale, provision of services in the field of data processing and information-technology systems, or in any case in sectors strictly pertinent to that of the company;
- Managerial functions in public entities or public administrations active in the banking, financial, insurance, and IT sectors, in the manufacturing or sale of IT products, in the provision of services in the field of data processing and information-technology systems, or in any case in sectors strictly pertinent to that of the company.

In the absence of lists, or if for any reason the number of candidates is not sufficient, the Board of Auditors (and the Chair, if applicable) shall be appointed or supplemented by the Shareholders' Meeting with a legal majority, in order to ensure compliance with the legislation in force regarding gender balance as well as the requirements of independence, integrity and professionalism required by the applicable law.

## **Article 20**

The shareholder meeting establishes the annual cheque payable to each standing statutory auditor for the latter's entire term of office. Statutory auditors have the right to be refunded for expenses borne for reasons of office.

## **SECTION VII**

### **FINANCIAL STATEMENTS AND EARNINGS**

## **Article 21**

The company's financial year ends on December 31st of each year. At the end of each financial year the Board of Directors proceeds with preparation of year-end financial statements, within the terms established by law and observing legal requirements.

#### **Article 22**

After deduction of the portion for the legal reserve, the net profit shown in year-end financial statements is shared between shareholders in proportion to the shares owned, unless otherwise determined by the shareholder meeting.

Dividends are paid out at the banks designated by the Board of Directors as from the date fixed by the Board. Dividends not collected within five years after the day when they become payable lapse and revert to the company. The Board of Directors can decide to pay dividends on account in the cases, in the ways, and within the limits permitted by current legal provisions.

### **SECTION VIII**

#### **DISSOLUTION AND LIQUIDATION**

#### **Article 23**

If at any time or for any reason dissolution of the company occurs, the shareholder meeting will determine the liquidation approach and will appoint one or more liquidators, establishing their powers.

### **SECTION IX**

#### **FINAL PROVISIONS**

#### **Article 24**

For all items for which provision is not made in the present company by-laws, the provisions made by law will be observed.

#### **TRANSITIONAL PROVISIONS**

#### **Article 25**

The provisions of Articles 13 and 19 aimed at ensuring compliance with gender balance regulations in the composition of the Board of Directors and the Board of Statutory Auditors are applicable for the 6 consecutive terms starting from the first renewal following 1 January 2020, as envisaged in the regulation.



## Annex 2

### Rules Governing Shareholders' Meeting of Esprinet S.p.A.

#### Article 1

These Rules govern the holding of ordinary and extraordinary shareholders' meetings of the company "esprinet s.p.a." ("Company") and, where compatible, any meetings of special categories of shareholders and of bondholders ("Eligible Parties").

#### Article 2

These Rules are available to the Eligible Parties the Company's registered office and at the venue where shareholders' meetings are held in accordance with Articles of Association.

#### Article 3

Everyone entitled to attend shareholders' meetings according to the law and the Articles of Association can take part in the meeting. It is also possible to take part through a representative pursuant to the Articles of Association. In any case, the person attending the meeting, personally or by proxy, must identify himself by presenting a suitable identity document, including with respect to the powers pertaining to him if the latter represents a legal entity.

The Company's officers and employees may attend shareholders' meeting, without having the right to speak, together with any scrutineers appointed pursuant to the Articles of Association to carry out the functions described in subsequent articles of these Rules.

Company employees, directors and employees of Group companies, and representatives of the independent auditor, as well as Company advisors, can attend the meeting, where their presence is deemed useful by the Board of Directors or by the Chairman of the Board of Directors in relation to the matters to be discussed.

Where their presence is deemed useful by the Board of Directors or by the Chairman of the Board of Directors, experts, financial analysts and journalists accredited for each meeting can also attend shareholders' meetings without having the right to speak. Accreditations must be received at the Company's registered office by midnight on the third day before the date of the shareholders' meeting at first call.

#### Article 4

Those who have the right to attend shareholders' meetings under Article 3 above, must deliver to the Company's specifically designated personnel, at the entrance to the premises where the meeting is being held, the documents laid down in current laws confirming their eligibility to attend the shareholders' meeting, in return for a voting form, which must be exhibited for any checks and which must be returned if leaving the meeting before it ends. In the member leaves the meeting only temporarily, his return to the room where the meeting is being held must be notified to the designated personnel, who will return the attendance and/or voting form.

Those who have the right to attend the shareholders' meeting pursuant to paragraphs 2 et seq of Article 3 above, must identify themselves to the Company's designated personnel at the entrance to the premises where the meeting is being held and collect an identification badge that must remain evident.

#### Article 5

The shareholders' meeting is chaired by the Chairman of the Board of Directors or, in his stead, by a deputy chairman. In the event of their absence or resignation, attendees will appoint the chairman chosen from among the directors and shareholders present. The chairman of the

meeting is assisted by a secretary, who need not be shareholder, designated by the shareholders' meeting pursuant to the Articles of Association.

The chairman of the meeting, also availing himself of the assistance of designated staff, checks the validity of proxies, the right of those present to attend the meeting, and the proper convening of the meeting.

During the course of the meeting, the chairman also verifies, on a case-by-case basis, with reference to individual items on the agenda, the right of those present to take part in discussions and vote on the items concerned.

Under the chairman's guidance, an attendance sheet is drawn up which identifies those who attend on the basis of their share ownership and specifies the number of shares, and all other attendees.

If appropriate, the chairman selects scrutineers, who need not be shareholders.

#### **Article 6**

No recording instruments of any type whatsoever, photographic devices and similar contraptions can be taken into the premises where the shareholders' meeting is being held, without specific authorisation to do so by the chairman of the meeting.

#### **Article 7**

After having verified that the shareholders' meeting has been properly convened, the chairman reads out the items on the agenda.

#### **Article 8**

In presenting the agenda items for discussion, the chairman may, as long as the shareholders' meeting does not object, follow a different order to that shown in the notice of meeting.

The chairman and, at his request, the directors will illustrate the items on the agenda, making use, as appropriate, of the Company's employees, directors and employees of Group companies as well as the Company's advisors.

The chairman moderates discussion, giving leave to speak to all those who have the right to take part in discussion pursuant to Article 9 below. He must intervene to avoid abuse or disruptions to the proper course of the meeting.

#### **Article 9**

All those who attend as representative of shareholdings have the right to speak only on each of the items opened to discussion.

Those wishing to speak must ask the chairman for leave to do so, by presenting him with a written request containing an indication and a brief description of the subject to which the request refers, after the chairman has read out the agenda items and until he declares discussion of the item to which the request to speak refers to be over. If two or more requests are submitted simultaneously, the chairman gives leave to speak according to the alphabetical order of the last names of the persons so requesting.

The chairman can authorise the submission of verbal requests to speak by means of a show of hands.

Members of the Board of Directors and statutory auditors can ask to speak during discussion.

Company employees and directors and employees of Group companies or any advisors present may be asked to speak where this is deemed useful by the chairman in relation to the matter to be discussed.

#### **Article 10**

The chairman and, at his request, directors, statutory auditors, employees and advisors, will reply to speakers at the end of each spoken comment or after all spoken comments have been made on an individual agenda item.

#### **Article 11**

The chairman may, having regard to the subject and the importance of individual agenda items, determine the period of time available to each speaker to make his comment, which must not exceed five minutes. At the end of this time, the chairman can ask the speaker to conclude his comment within the next two minutes. Those who have already taken part in discussion can ask to speak again for a second five-minute period including to make any declarations of their voting intentions.

#### **Article 12**

The proceedings of shareholders' meetings generally last just one session. During the latter the chairman may, if he deems it appropriate and if the shareholders' meeting does not object, interrupt proceedings for a period of no more than three hours.

The chairman must adjourn the meeting to no more than three days later in the case provided for in Article 2374 of the Italian Civil Code or if he deems it necessary and as long as the shareholders' meeting does not object. In this case, after having consulted with the Board of Statutory Auditors, he will simultaneously specify the date and time of the new meeting to continue proceedings.

#### **Article 13**

It is the chairman's responsibility to maintain order during the meeting so as to ensure the proper conduct of proceedings, to repress abuse, and also to mediate or prevent the occurrence of situations of conflict within the shareholders' meeting. To this end, and unless the shareholders' meeting objects, he can withdraw leave to speak in the following cases:

- if the speaker speaks without having leave to do so or if he speaks about items not on the agenda or continues to speak beyond the allotted time;
- following a warning, if the spoken comment is irrelevant to the item being discussed;
- if the speaker makes rude or offensive statements or assumes rude or offensive attitudes;
- in the case of incitement to violence and disorder.

#### **Article 14**

If one or more of those present prevent others from discussing or through their behaviour provoke a situation such as to impede the proper conduct of the meeting, the chairman will warn the perpetrator of such conduct to stop behaving in that manner.

If this warning has no effect, the chairman will, unless the shareholders' meeting objects, order the persons previously warned to be expelled from the meeting room for the entire duration of the discussion.

#### **Article 15**

After all spoken comments have been made, the chairman concludes by declaring the discussion of the individual agenda item to be over.

#### **Article 16**

Before starting voting operations, the chairman re-admits to the meeting anyone previously excluded from the same under Article 14 above. The measures described in Articles 13 and 14 can also be taken, if the appropriate conditions are met, during the voting stage, while still allowing those for whom such measures are taken to exercise their voting rights, if any.

#### **Article 17**

Depending on circumstances, the chairman can also order that voting on each item take place after conclusion of discussion of each item or at the end of discussion of all agenda items.

#### **Article 18**

Unless otherwise provided by law or by the Articles of Association, voting takes place using the open vote system.

Taking into account the number of votes pertaining to each shareholder, the chairman adopts one of the following methods:

- a) roll call;
- b) completion of voting papers;
- c) show of hands;
- d) standing and sitting;
- e) use of appropriate electronic devices.

#### **Article 19**

The chairman takes appropriate measures to ensure orderly voting processes.

#### **Article 20**

Once votes and counts have been completed, the chairman declares passed the motion obtaining the favourable vote of the majority required by law or by the Articles of Association.

#### **Article 21**

After voting on all agenda items has been completed and the respective results announced, the chairman declares the shareholders' meeting to be over.

#### **Article 22**

The minutes of the shareholders' meeting contain either directly or attached:

- the text of motions put to the vote;
- a summary of spoken comments and of the replies given;
- the outcomes of voting, indicating the votes cast (broken down into for, against, and abstentions).

The chairman is able to give the notary or secretary – for attachment to the minutes and for the sake of completeness of information – any documents read or presented during the meeting, as long as these are considered to be relevant to the matters and items discussed.

#### **Article 23**

For any matter not covered by these Rules, reference should be made to the provisions of the Italian Civil Code, to special laws and to the Articles of Association.

#### **Article 24**

Any amendment to these Rules must be approved by the ordinary general meeting of shareholders with the quorums required for the valid convening and resolutions of the latter, as well as with the formalities required by law and by the Articles of Association and, in addition, must also be expressly passed by the Board of Directors.

## Annex 3

### Guidelines for the Internal Control and Risk Management System

#### 1. INTRODUCTION

The Internal Control and Risk Management System ("ICRMS") is an essential element of the corporate governance system of Esprinet S.p.A. ("Company") and of its subsidiaries and/or associates (collectively the "Group").

It is defined as a set of rules, behaviours, policies, procedures and organisational structures that aim to enable the main operational risks to be identified, measured, managed and monitored thereby helping to safeguard the Company's assets, the efficiency and effectiveness of company processes, the reliability of financial information, compliance with laws and regulations and with the articles of association and internal procedures.

This system is integrated into the more general organisational, administrative and corporate governance structures adopted by the Group and takes into consideration the reference models and best practices existing nationally and internationally. The degree to which the system is integrated, more specifically, is measured by the degree of homogeneity, interdependence and integration of its various players and members.

The Company combines the control activities and procedures which are compulsory as a result of legislative interventions or interventions on the part of supervisory authorities with those adopted through management policy choices, where necessary expanding their scope of application where deemed necessary.

Therefore, in the integrated system, an important role is offered by organisation and control systems developed in accordance with the provisions of Legislative Decree 231/01 (administrative liability of bodies), including the control system in relation to occupational health and safety pursuant to Legislative Decree 81/01, of Law 262/05 on the protection of savings (introduction of the role of Financial Reporting Officer), of the Italian Data Protection Act as well as in relation to established organisational models for control in specific areas such as "quality".

By pursuing the goal of an effective and cost-efficient ICRMS as a whole, a procedure is required which enables risks to be identified and assessed as well as a synergic approach to the design of controls in the various areas of application within the Company.

The ICRMS minimises the impact of these risks on the Company's activities and provides reasonable (albeit not absolute) reassurance that the Company and the Group as a whole is not hampered, in the achievement of its operational goals or in the orderly and lawful conduct of its business, by circumstances or factors which may be reasonably foreseen, while recognising that no control process can provide absolute protection from the risks inherent in business activities or from the possibility that fraudulent breaches of laws and regulations or Company procedures, human errors or extraordinary events may cause harm.

The ICRMS, defined on the basis of the best national and international practice, is built on the following three levels of control:

- level 1: operational units identify and assess risks and define specific actions to deal with and manage these;
- level 2: units responsible for risk control define methods and tools for managing risks and carry out risk monitoring activities;
- level 3: the Internal Audit unit provides independent assessments on the entire ICRMS.

## 2. TASKS RELATING TO THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

### 2.1 Bodies and individuals in the Internal Control and Risk Management System

The following table gives a brief summary of the bodies and individuals that play a role in the ICRMS and identifies that role and the main functions performed by each of the players:

BODY	ROLE IN THE INTERNAL CONTROL SYSTEM				
	ASSESSMENT	SUPERVISION	SYSTEM DESIGN	SYSTEM IMPLEMENTATION AND MANAGEMENT	PERFORMANCE OF CONTROLS
Board of Directors	√		√	√	
Board of Statutory Auditors	√				
Supervisory Board Legislative Decree 231/01	√		√	√	√
Control and Risk Committee	√				
Chief Executive Officer		√	√	√	
Head of Internal Audit		√			
Risk Manager		√		√	
Risks Committee		√			
Financial Reporting Officer (Law 262/05)	√			√	√
Head of Prevention and Protection Service	√			√	√
Data Protection Officer		√		√	√
Internal Audit - Level 3					√
Operational managers (Chief Operating Officer, management)- Level 1					√

### 2.2 Role and responsibilities of the Board of Directors

The Board of Directors, in its capacity as strategic supervisory body, has final responsibility for the ICRMS and periodically checks its suitability and efficiency while also promoting a culture that promotes control functions at all levels of the Company.

In particular, the Board of Directors, with the support of the Control and Risk Committee ("CRC"):

- defines these guidelines in order to ensure that the main risks are correctly identified and appropriately measured, managed and monitored and, in the final analysis, checks that the risks assumed are compatible with the company objectives set;
- periodically assesses, at least once a year, the adequacy and effectiveness of the ICRMS having regard to the characteristics of the company and to the risk profile assumed;
- approves, at least once a year, the work plan prepared by the Head of the Internal Audit unit, having consulted with the Board of Statutory Auditors and the Chief Executive Officer ("CEO");

- d) describes, in the corporate governance report, the essential components of the ICRMS and expresses its opinion on the adequacy of the latter;
- e) issues the Organisation, Management and Control Model pursuant to Legislative Decree 231/01;
- f) assesses, following consultation with the Board of Statutory Auditors, the results described by the independent auditors or by the independent audit firm in the letter of suggestions and in the report on fundamental issues emerging during auditing.

In order to carry out correctly the tasks assigned to it, the Board obtains support from specific appointed bodies.

Therefore, the Board of Directors:

- sets up the CRC and grants the latter powers to advise and make proposals in relation to the ICRMS and appoints its members;
- having consulted with the CRC and with the Board of Statutory Auditors:
  - (i) appoints and dismisses the Head of the Internal Audit Unit and organises his activities, ensuring that he is given appropriate resources for performing his responsibilities, and defines his remuneration in line with company policies;
  - (ii) appoints the Supervisory Board pursuant to Legislative Decree 231/01.

At least once a year, the Board of Directors carries out a self-evaluation of the structure, composition and functioning of the Board itself and of the internal committees.

### **2.3 Role and responsibilities of the Chief Executive Officer**

The Chief Executive Officer is responsible for implementing these guidelines for the ICRMS with the support of the CRC and for ensuring that all necessary actions to create the system are adopted.

In particular, the Chief Executive Officer carries out the following tasks:

- a) identifies and monitors the trend of the main risks faced by the Company, taking into account the activities performed within the group and submitting these periodically to the Board of Directors for evaluation;
- b) implements the guidelines for the ICRMS defined by the Board of Directors and oversees the design, implementation and management of the ICRMS, while constantly checking its suitability and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory landscape;
- c) can ask the Internal Audit unit to carry out checks on specific operational areas and on compliance with internal rules and procedures in the performance of company operations and reports at the same time to the Chairman of the Board of Directors, the Chairman of the CRC and the Chairman of the Board of Statutory Auditors;
- d) reports in a timely manner to the CRC about problems and critical issues emerging in the performance of its activity or which it has learned about, so that the CRC can take the appropriate steps;
- e) proposes to the Board of Directors, after hearing the opinion of the CRC, the appointment, dismissal and remuneration of the Head of Internal Audit.
- f) hold the position of "Employer" pursuant to Legislative Decree 81/2008, availing of the support of delegates for the performance of his function.



## 2.4 Role and responsibilities of the Head of Internal Audit

The Head of Internal Audit, who is not responsible for any operational area and reports to the Board of Directors and is part of the Chief Executive Officer's staff, has the following responsibilities:

- a) checks, both on an ongoing basis and in relation to specific requirements and in line with international standards, that the ICRMS is operational and suitable, using an Audit Plan approved by the Board of Directors and based on a structured process of analysis and prioritisation of the main risks;
- b) prepares periodic reports containing appropriate information about his activities, the ways in which risk management is conducted and observance of the plans defined to contain such risks; these reports contain an assessment of the suitability of the internal control and risk management system;
- c) prepares timely reports about events of particular importance;
- d) sends the reports referred to in points b) and c) to the Chairmen of the Board of Statutory Auditors, CRC and Board of Directors as well as to the CEO;
- e) checks, as part of the Audit Plan approved by the Board of Directors, the reliability of the information systems including the accounting systems.

As part of his duties and responsibilities, the Head of Internal Audit has direct access to all useful information for carrying out his task.

In particular, the Head of Internal Audit operates via an organised structure dedicated to Internal Audit which also supports the CEO in carrying out checks on specific operational areas and on compliance with internal procedures and rules in the conduct of management operations.

As part of the control activities to be carried out under the supervision of the Head of Internal Audit, the Internal Audit unit prepares both an annual plan of checks ("Audit Plan") to be examined by the CRC and to be approved by the Board of Directors, and, at least once every six months, a report to be submitted to the Board of Directors, the CRC and the Board of Statutory Auditors.

On the instruction of the FRO, to whom it is functionally accountable with respect to this kind of activity, the Internal Audit unit can carry out checks on the system of administrative/accounting control provided for in Law 262/05.

Furthermore, on the instruction of the Supervisory Board, the Internal Audit unit may carry out checks on the system of controls provided for in the Organisation, Management and Control Model pursuant to Legislative Decree 231/01.

## 2.5 Role and responsibilities of the Risk Manager

The responsibilities of the Risk Manager are as follows:

- a) implement, develop and keep constantly updated a system aimed at identifying, assessing, managing and monitoring risks upon the typical principles of ERM;
- b) support the unit manager ("risk owner") in the assessment and management of the risks controlled;
- c) cooperate with the risk owner in developing processes and procedure aiming at mitigating risks in each corresponding area;
- d) promote the risk culture within the company.

The Risk Manager is responsible for presiding over the process of the company risk management through the ERM, proposing, if necessary, to the ICRMS agents any further activities to adjust the internal control system. The Risk Manager revises the risk matrix and also the corresponding management and monitoring system (ERM) at least once per year and presents the results to the CEO, to the Risk Committee and to the Head of Internal Audit.

Twice per year, he also informs the CEO, the Control and Risk Committee, the Statutory Auditor and the Supervisory Board about the risk control activity.

## 2.6 Role and responsibilities of the Risks Committee

The Risks Committee, made up of the CEO, Head of Internal Audit, Risk Manager, Chief Operating Officer and Group Administrative Manager, has the duty to support the CEO in carrying out the institutional duty of identifying the main company risks, especially those emerging as a result of entering into new areas of activity and/or business or connected with changes in general and sectoral legislation.

Therefore, the Risks Committee supports the CEO, while bearing in mind that this individual does not devote the whole of his time to the duties carried out in connection with the ICRMS, in updating and maintaining the map of main company risks defined at the start of each tax years and approved by the Board of Directors. It helps the company bodies in the process of identifying new risk areas and supplies, where possible or recommended on the grounds of particular urgency, an initial indication about the actions to be carried out in order to introduce or streamline and/or improve the controls aimed at mitigating the risks identified.

## 2.7 Role and responsibilities of the Internal Control and Risk Committee

As far as the ICRMS is concerned, the Control and Risk Committee ("CRC") is responsible for supporting the Board of Directors' decisions and assessments by carrying out appropriate investigative activities, so that the main risks faced by the Company and by the Group are correctly identified and adequately measured, managed and monitored, and, for relevant matters, assists the Board of Directors in decisions concerning the approval of periodic financial reports.

In this area, the CRC:

- a) assists the Board of Directors to carry out its designated tasks in relation to internal control and risk management relating to:
  - i. establishing the guidelines for the ICRMS;
  - ii. periodically checking that the ICRMS is effective and appropriate to the company's characteristics and risk profile assumed;
  - iii. ascertaining that the main risks faced by the Company are adequately identified and managed;
  - iv. approving, at least once a year, the work plan prepared by the Head of Internal Unit, having consulted with the Board of Statutory Auditors and the CEO;
  - v. evaluating, after consultation with the Board of Statutory Auditors, the results described by the independent auditor in any letter of suggestions and in the report on the fundamental issues emerging during auditing;
  - vi. describing, in the corporate governance report, the main characteristics of the internal control and risk management system and expressing its opinion on the overall adequacy of the latter.
- b) assesses, together with the Financial Reporting Officer and after consultation with the independent auditor and the Board of Statutory Auditors, whether accounting principles are being used correctly and consistently for the purposes of preparing the consolidated financial statements;

- c) expresses opinions on specific aspects relating to the identification of the main risks faced by the Company;
- d) examines the periodic reports on the assessment of the ICRMS and those of particular importance which are prepared by the Internal Audit unit;
- e) monitors the independence, adequacy, effectiveness and efficiency of the Internal Audit unit;
- f) can ask the Internal Audit unit to carry out checks in specific operational areas and to report at the same time to the Chairman of the Board of Statutory Auditors;
- g) performs any additional duties that are assigned to it by the Board of Directors;
- h) reports to the Board, at least upon the approval of the financial statement and the approval of the half-yearly financial report, on the activities conducted and the suitability of the internal control and risk management system;
- i) expresses its opinion on the proposals of the CEO for the appointment and dismissal of the Head of Internal Audit – ensuring that it has sufficient resources to carry out its duties – and on the remuneration proposals, in accordance with company policies;
- j) assesses the comments that emerge from the Supervisory Board's reports pursuant to Law no. 231/2001 and from the surveys and examinations carried out by third parties.

With regard to the organisation and management models provided for under Legislative Decree 231/2001, the CRC follows closely the respective maintenance and update activities by acquiring sensitive information.

Finally, the CRC, with reference to the Procedure for Related Party Transactions approved by the Board of Directors on 26 November 2010, and most recently updated on 28 July 2017, in accordance with the CONSOB Regulation containing provisions about related party transactions, adopted under resolution no. 17221 of 12 March 2010 and subsequent amendments, having met the requirements in terms of composition, carried out the tasks of committee appointed to carry out the following activities:

- with respect to "less important" transactions, without prejudice to the decision-making structure adopted by the Company through the granting of delegations and powers and, previously, the approval of transactions, express a reasoned non-binding opinion on the Company's interest in carrying out the transaction and on the appropriateness and substantial correctness of the respective conditions;
- with respect to "more important" transactions, participate in the negotiation and investigation of those transactions, through receiving complete and timely information flows and to express, for the benefit of the Board of Directors, a prior favourable reasoned opinion on the Company's interest in carrying out the transaction and on the appropriateness and substantial correctness of the respective conditions.

The Chairman of the Board of Statutory Auditors (or another auditor he may designate) or other auditors may participate in the works of the CRC.

## **2.8 Role and responsibility of the Supervisory Board pursuant to Legislative Decree 231/01**

The ICRMS is supplemented, with respect to the part concerning preventing the risk of administrative offences being committed and, therefore, with respect to compliance, by the Ethical Code and by the "Organisation, Management and Control Model" pursuant to Legislative Decree 231/01 ("Model").

The Board of Directors appoints a Supervisory Board with the task of monitoring:

- a) compliance with the stipulations of the Model, in relation to the various kinds of offence covered by Legislative Decree 231/01 and by subsequent laws that have extended the scope of application of that decree;
- b) the effectiveness of the Model with respect to the company structure and to its actual ability to prevent offences from being committed;
- c) the advisability of updating the Model, where there is a need to adapt the latter to changes in the Company's circumstances and/or legislative changes.

In order to carry out its functions, the Board of Directors grants the Supervisory Board the following powers:

- to check the efficiency and effectiveness of the Model including in terms of conformity between the actual operational arrangements adopted and the procedures formally specified by the Model;
- to check that the requirements of effectiveness and efficiency of the Model continue to be fulfilled over the course of time;
- to encourage the updating of the Model, by putting forward proposals to the Chairman of the Board of Directors, where necessary, with respect to possible updates and alterations to be made in the form of amendments and/or additions which become necessary as a result of significant breaches of the provisions of the Model, significant changes in the organisational structure of the Company and/or in the ways in which the Company's activities are carried out or legislative changes;
- to report promptly to the Chairman of the Board of Directors any established breaches of the Model which may cause liability to arise for the Company, so that appropriate action can be taken;
- to promote and define initiatives for the distribution of the Model and for staff training and raising staff awareness about compliance with the principles contained in the Model;
- to promote and devise communication and training initiatives with respect to the content of Legislative Decree 231/01, to the effect of the legislation on the Company's activities and to behavioural standards;
- to provide clarifications about the meaning and application of the provisions contained in the Model;
- to provide an effective channel of internal communication for the transmission of significant information within the meaning of Legislative Decree 231/01, while guaranteeing the protection and confidentiality of the informant;
- to put forward and submit for the approval of the Chairman of the Board of Directors an estimate of the expenditure necessary to carry out correctly the tasks assigned;
- to gain unrestricted access to any unit of the Company – without the need for any prior consent – in order to request information, documentation and data considered necessary to carry out the tasks laid down in Legislative Decree 231/01;
- to request significant information from partners, advisors and external partners, regardless of what they are called;
- to encourage the imposition of any disciplinary measures resulting from established breaches of this Model.

The Supervisory Board prepares an annual plan of the activities that it intends to carry out, including the schedule of checks on the operating protocols adopted, which is forwarded to the Board of Directors for information.

The Supervisory Board continually notifies the results of its activities to the Chairman of the Board of Directors and to the Chief Executive Officer.

In addition, every six months, the Supervisory Board prepares an activity report and provides the Board of Directors and the Board of Statutory Auditors with a detailed description of the activities performed.

If invited, the Chairman of the Supervisory Board or, if he is unable, another member of the Supervisory Board indicated by the latter, may take part in meetings of the Board of Statutory Auditors and of the CRC.

## **2.9 Role and responsibility of the Financial Reporting Officer**

The Financial Reporting Officer ("FRO") is, pursuant to the provisions of Law 262/05, responsible for the administrative/accounting control system.

In particular, the Financial Reporting Officer must:

- a) certify, by means of a written declaration, that the Company's financial reporting documents and communications released to the market, including interim reports, tally with documentary evidence and accounting books and records;
- b) establish appropriate administrative and accounting procedures for drawing up the individual and consolidated financial statements, or suggest amendments to the existing procedures, as well as any other financial disclosures;
- c) certify, jointly with the Chief Executive Officer, by means of a report attached to the individual financial statements, semi-annual report and consolidated financial statements:
  - i) the adequacy, based on the Company's characteristics, of the administrative/accounting procedures and the effective application of those procedures over the period in question;
  - ii) correspondence between the documents to which the certification relates and the accounting books and records and their ability to give a true and fair view of the economic and financial situation of the Company and of all of the Group companies included within the scope of consolidation.

The checks carried out by the FRO consist in analysing the internal flows relevant for accounting purposes and evaluating the correct operation of the system of administrative/accounting controls, in examining and approving the company procedures that have an impact on the individual and consolidated financial statements and on the documents to be certified and in analysing, through appropriate technical support, the role played by the company's information systems in ensuring that procedures and controls are adequate.

The FRO reports to the Board of Directors on the state of the system of internal controls over financial reporting at the time of approval of the financial statements and the half-yearly financial report.

## **2.10 Role and responsibilities of the Head of Prevention and Protection Service**

The Head of the Prevention and Protection Service, a figure provided by Legislative Decree 81/2008, provides:

- a) identification of risk factors, risk assessment and identification of measures for the safety and health of the workplace, in compliance with current legislation based on the specific knowledge of the company organization;
- b) to elaborate, to the extent of its competence, the preventive and protective measures and the control system measures;
- c) to developed processes, procedures, criteria and methods to obtain the best possible risk management for the various company activities;

- d) to propose employee information and training programs;
- e) to participate in consultations on the protection of health and safety at work, as well as in the periodic meeting referred to Article 35 of Legislative Decree 81/2008.

## 2.11 Role and responsibilities of the Data Protection Officer

The Data Protection Officer ("DPO") is responsible for carrying out, in full autonomy and independence, the following tasks and functions:

- a) inform and provide advice to companies in the Esprinet Group and to employees processing personal data regarding the obligations deriving from the GDPR Regulation and other national or EU data protection provisions;
- b) monitor compliance with the GDPR Regulation, other national or EU provisions concerning data protection and the policies adopted by the companies of the Esprinet Group regarding the protection of personal data, including the attribution of responsibilities, awareness and training of personnel involved in the processing and related control activities;
- c) provide an opinion on any impact assessments that may have been prepared and monitor their performance pursuant to Article 35 of the GDPR Regulation;
- d) cooperate with the Personal Data Protection Authority;
- e) act as a point of contact with the Personal Data Protection Authority for matters relating to processing of personal data, including prior consultation as referred to in Article 36, and, where appropriate, consultations on any other matter;
- f) keep the register of processing activities under the responsibility of the controller and follow the instructions given.

The duties of the Data Protection Officer concern all data processing by the companies of the Esprinet Group.

## 2.12 Role and responsibilities of the Board of Statutory Auditors

The Board of Statutory Auditors carries out the typical supervisory activities laid down by national law to establish conformity with the law and with the articles of association and compliance with the principles of correct administration.

The Board of Statutory Auditors also monitors:

- a) the adequacy of the Company's organisational structure with respect to the relevant aspects, of the internal control system and of the administrative/accounting system and the reliability of the latter in giving a true and fair view of management events;
- b) the means of concretely implementing the rules of corporate governance laid down by codes of conduct drawn up by companies managing regulated markets or by trade associations which the Company has publicly declared that it has incorporated;
- c) the adequacy of the instructions given by the Company to its subsidiaries.

In carrying out its activities, the Board of Statutory Auditors may ask the Internal Audit unit to carry out checks on specific areas of operation or transactions of the Company. The Board of Statutory Auditors exchanges, in a timely manner with the CRC, important information on carrying out the respective duties and functions.

As the Committee for Internal Control and Auditing ("CICA"), as established by Art. 19 of Legislative Decree 39/2010, the Board of Statutory Auditors monitors:

- a) the financial reporting process;

- b) the effectiveness of the internal control, internal audit and, where applicable, risk management systems;
- c) the statutory auditing of annual account and consolidated accounts;
- d) the independence of the independent auditor or independent audit firm, in particular with regard to the provision of non-audit services to the body entrusted with the auditing of the accounts.

The independent auditor or the independent audit firm presents a report to the CICA on the fundamental issues emerging during the audit and on the major shortcomings found in the system of internal controls with respect to the financial reporting process. They must also confirm annually to the CICA their independence and any non-audit services supplied to the Group's companies and periodically discuss the risks relating to their independence as well as the measures adopted to limit or neutralise these. The Board of Statutory Auditors observes the general conformity of the form and content of the financial statements with the law, the correct adoption of current accounting principles and the correspondence of the financial statements with the facts and information which have come to the attention of the Board of Statutory Auditors by virtue of its participation in the meetings of the corporate bodies and of the exercise of its supervisory duties and inspection and control powers.

The Board of Statutory Auditors expresses an opinion to the Shareholders' Meeting on the appointment and dismissal of the independent auditors. The Board of Statutory Auditors assesses not only the independence of the independent auditors but also their technical suitability in relation to the latter's organisation in terms of the breadth and complexity of the duties. In expressing the aforementioned opinion, the Board of Statutory Auditors takes into account the remuneration owed to the Independent Auditors for the audit plan submitted.

### **2.13 Role and responsibilities of management and employees**

The Group's management and employees, each according to the respective responsibilities and tasks assigned within the Company's organisation, must help to ensure that the ICRMS operates effectively insofar as it is part of their responsibility to enable the Company to achieve its goals. Any shortcomings observed must be reported to the line manager.

They must therefore have the necessary knowledge, preparation and capacity to act and operate as part of the ICRMS and they must be able to carry out the tasks inherent in their role and to fulfil their responsibilities. Each individual employee therefore has the right and duty to have full knowledge and understanding of the Company and of the Group, of the latter's operating mechanisms, goals, markets in which it operates and the risks to which it is exposed on a daily basis.



### **3. GENERAL GUIDING PRINCIPLES AND CRITERIA FOR IDENTIFYING THE MAIN RISKS FACED BY THE COMPANY**

**3.1** The ICRMS consists of the set of rules, behaviours, policies, procedures and organisational structures which, taken together, enable the Company and the Group to:

- a) improve the efficiency and effectiveness of management operations, allowing an appropriate response to operational, financial, legal or other risks which may obstruct the achievement of the Company's goals;
- b) ensure the quality of the internal and external reporting system, through the use of an appropriate recording system and processes that generate a flow of significant and reliable information within and outside the company organisation;
- c) facilitate compliance with rules and regulations as well as internal procedures;
- d) allow an adequate degree of protection for company assets from inappropriate or fraudulent use which may ultimately cause financial losses.

**3.2** Controls involve, in different roles and according to their respective responsibilities, the Board of Directors, the Chief Executive Officer, the CRC, the Head of Internal Audit, the Risk Manager, the Risks Committee, the Internal Audit unit, the FRO, the Supervisory Board, the management and supervisory bodies of subsidiary companies and all staff.  
Besides the rules in questions, the latter must comply with the instructions and principles contained in these Guidelines.

**3.3** The ICRMS, while recognising that no control process can provide absolute protection from the risks inherent in business activities or from the possibility that fraudulent breaches of laws and regulations or Company procedures, human errors or extraordinary events may cause harm to the Company or to the Group, must:

- guarantee the necessary separation between operational and supervisory functions and must therefore be structured in order to avoid or minimise conflict of interest situations in terms of the allocation of the respective responsibilities;
- facilitate the identification, measuring, management and adequate monitoring of the risks assumed;
- establish control activities at each operational level and clearly identify tasks and responsibilities, with particular regard to supervision and intervention and correction of any irregularities observed;
- ensure reliable information systems and suitable reporting processes at the various levels to which control functions are assigned;
- guarantee that the anomalies found are reported in a timely manner to appropriate levels of the Company;
- enable the recording of each management event and, in particular, each operation with an appropriate degree of detail.

**3.4** The ICRMS is subject to periodic examination and checking, taking into account changes in company operations and in the relevant context.

**3.5** The ICRMS must enable the various types of risk to which the Company and the Group are exposed over time (strategic, operational, financial, compliance) to be tackled in a reasonably timely manner.

- 3.6** The ICRMS must enable the Company's and the Group's degree of exposure to the various risk factors to be identified, measured and controlled and must manage the overall exposure according to pre-defined risk scoring methodologies.
- 3.7** The ICRMS must indicate, *inter alia*, suitable procedures to highlight anomalous situations that may constitute indicators of the inefficiency of the risk measuring and control systems.
- 3.8** In line with the general guiding principles of the ICRMS, the following remain unaffected:
- the provisions set out in the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001;
  - the set of administrative and accounting rules and procedures for the preparation of accounting documents and other economic and financial disclosures prepared by the FRO as required by law.

## Annex 4

### Code of Ethics

#### 1. Scope of the Code of Ethics and Recipients

The Code of Ethics applies to all activities carried out by or in the name and on the behalf of Esprinet S.p.A. and its subsidiaries (hereinafter also referred to as "Group" or "Group Companies").

The Code of Ethics:

- establishes the guidelines of conduct and regulates the set of rights, duties and responsibilities that the Group expressly assumes with its stakeholders;
- defines the ethical criteria adopted for a correct balance between expectations and stakeholder interests;
- contains principles and guidelines for conduct in areas of potential ethical risk.

For this reason, the Board of Directors of Esprinet S.p.A. and its subsidiaries have adopted and repeatedly updated this Code of Ethics, the observance of which is of utmost importance for the Group's proper functioning, reliability and reputation, factors that constitute an indispensable asset for its success.

The Code represents the values and behavioural norms to be followed by the Group and the Recipients listed below.

The Group undertakes to promote the dissemination and respect of the principles contained in this Code, conforming to the behavioural rules defined therein.

The purpose of the Code of Ethics is to orient the Group's conduct and operations both in internal relations and in relationships with external stakeholders, focusing on full respect for the applicable laws in all the countries in which it operates, in addition to compliance with internal procedures.

The provisions of the Code – and the related sanctions in cases of non-compliance – apply to all those who, directly or indirectly, either permanently or occasionally, work with the Group.

In particular, the Recipients of the Code are:

- all employees and all free-lance personnel, even part-time, of Group Companies;
- Directors, members of the Board of Statutory Auditors, Special Representatives with power of attorney and other agents;
- the professionals who, in the interest of the Group Companies, provide services (as individuals or as members of a professional association), with no exception;
- consultants, agents.

All the subjects mentioned in this paragraph will be hereinafter defined as "Recipients" or, individually, as "Recipient".

It is the duty of all Recipients to know the contents of this Code, understand its meaning and, if necessary, make inquiries about it and report any deficiencies therein.

Each Recipient must be aware of and respect the Law in all contexts in which he/she operates, without hesitating to contact the Supervisory Board (SB) in case of doubt (see last paragraph of this Code) to receive clarification and guidance.

The Group undertakes to promote the Recipients' knowledge of the Code, to accept their contribution in defining its content and to provide suitable tools to ensure the full and effective application of the Code itself.

This Code is an integral part of the Organization, Management and Control Model (hereinafter referred to as "Model") of Group Companies. Any behaviour contrary to the letter and spirit of the Code will be punished in accordance with the provisions of the Code itself.

By respecting the Model, the Recipients, as indicated below, contribute to protecting the image and good reputation of the Group.

## 2. Group Vision

Esprinet wants to make life easier for people and for organisations.

The Group is committed to expanding and facilitating the distribution and use of technology, convinced that it enriches the everyday life of each of us.

## 3. Group Mission

To be the key point of contact between manufacturers, resellers and technology users.

The Group's desire is to create value for these key stakeholders, shareholders and employees through a constant, shared growth strategy based on an innovative distribution model, in order to:

- promote the widespread use of all technologies with efficient distribution across all channels of contact with consumers and organisations;
- develop effective and innovative operational and financial instruments to address market developments;
- be a benchmark in the technology market thanks to the best professional skills.

## 4. Group values

- **Reliability**

***BE ACCOUNTABLE***

**We are the company you can trust.**

We keep our promises.

Loyalty, integrity and transparency are the foundations on which we want to build our credibility and success.

- **Quest for Excellence**

***BE EMPOWERED***

**We give strength to future projects.**

We are committed to becoming bigger and more competent every day, to be ready to overcome the challenges of ever-changing markets.

We want to be entrepreneurs at the service of the best business projects.

- **Customer Centricity**

***BE RESPONSIVE***

**We listen to the world we are part of.**

We want to build the perfect path that meets every need, which is why we take on new challenges together with our customers to create winning results.

- **Teamwork**

***BE TOGETHER***

**We know that together is better, which is why we're all on the pitch together.**

We believe in teamwork, collective thinking, the value of differences, and the relationship between different abilities, aspirations and skills.

- **Bravery**

***BE DARING***

**We sail the open seas to discover new horizons.**

We know that taking action also means running the risk of making mistakes, fully understanding that the same mistakes can become opportunities.

- **Creativity**

***BE SURPRISING***

**We give shape to innovation.**

We want to create increasingly original and surprising solutions, in a continuous search for new ways to think and act.

- **Responsibility**

***BE CARING***

**We believe that technologies are a common good.**

Every day, we contribute to making them increasingly available to everyone to offer an equal opportunity to know, participate, share and live valuable experiences.

- **Listening**

### ***BE INCLUSIVE***

**We are all different, but together we create a single reality.**

We believe in enhancing each person. We are always listening to the requirements, opinions and needs that can help make us a better company.

## **A. Rules of Conduct**

### **5. Business management principles**

#### **5.1 Management of Operations**

All operations and transactions must be correctly recorded, authorized, verifiable, legitimate, consistent and appropriate. All actions and operations of the Group Companies must be properly registered in order to make it possible to verify the decision-making, authorization and execution process.

For each record, an appropriate element of traceability is provided to be able to carry out, at any time, controls of the characteristics and the reasons for the operation and to identify who authorized, carried out, registered and verified the operation itself.

#### **5.2 Execution of tasks and contracts**

The Recipients perform their duties and tasks with diligence, accuracy, efficiency and professionalism, basing their work on respect for the Law and the application of the General Principles of the Code of Ethics and the provisions of the Model.

They must therefore use the diligence required by the nature of the service and by the interest of the Group and observe the provisions for the execution and the discipline of the work provided by the same.

All business activities must be given proper registration and documentary support and comply with the Law, Regulations and Procedures specified in the Model so that decision-making, authorization and execution can be verified, as well as the traceability of individual actions and/or phases of the operational cycle.

#### **5.3 Administration and accounting**

The Group respects the Laws and regulations regarding the preparation of annual and interim financial statements as well as any kind of similar documentation required by current legislation.

The Accounting of Esprinet S.p.A. and Group Companies is set up in accordance with local and/or international law and local accounting standards.

All mandatory annual financial statements and periodic reports are subject to audit by the

appointed Independent Auditing Firm.

All corporate information and data provided to third parties and all accounting records of business transactions must guarantee transparency, accuracy and completeness.

Respect for this principle must also be ensured in relations with public entities responsible for tax collection, always making sure that data provided for the relevant calculation are complete and correct.

Group employees are required to ensure maximum collaboration so that business transactions are correctly and timely reported within the company's accounting system.

For each transaction, appropriate supporting documentation must be kept on file to ensure that the appropriate authorization and the economic motivation underlying the transaction can be identified.

Support documentation must be readily accessible and archived according to appropriate criteria that allow easy consultation both by internal control bodies and by adequately authorized external bodies and institutions.

Any Recipients of this Code who become aware of omissions, tampering, falsifications or negligence in registrations or accounting records or supporting documentation are required to report them promptly to their supervisor and/or to the Supervisory Board.

## 5.4 Information

The Group protects the confidentiality of the information and data in its possession, operating in compliance with the relevant laws and regulations in force.

Any communication of information at any level, whether inside or outside the Group, must occur in accordance with the laws, regulations and procedures in force and in accordance with the principles of transparency and fairness.

The information must be clear, complete, truthful, and not misleading, enabling the recipients of the information to make informed decisions.

We again emphasize the need to respect the confidentiality requirements laid down in regulations on privacy.

The Group identifies and indicates to the Recipients the channels, forms and Persons Responsible for communications from and to third parties and the market, and it establishes appropriate procedures for the communication of so-called "Price Sensitive" information.

Even in the communication of non-"Price Sensitive" information, the Recipients are required to comply with the proper channels and forms chosen by the Group or to inform the Heads of Department of their reporting and communication activities.

## 5.5 Confidential Information

Each Recipient is required to refrain from using confidential information for purposes that are unrelated to the performance of their tasks and duties, or to disseminate or use that information in such a way as to harm the Group.

Anyone who publishes false, exaggerated or tendentious news, or implements simulated transactions or other artifices capable of causing a significant fluctuation in the price of financial instruments or the appearance of an active market in the same<sup>2</sup>, is subject to criminal and administrative penalties.

Even those who disseminate or misuse privileged information, such as specific information

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<sup>2</sup> Art. 185 of Legislative Decree 58/1998 (market manipulation involving financial instruments)



about financial instruments or financial instrument issuers that the public does not have, and which, if made public, would significantly affect the price, are subject to criminal and administrative penalties.

More specifically, anyone having privileged information due to shareholdings in a company's capital or the exercise of a corporate function, a profession or an office may be punishable if he/she:

- purchases, sells or performs other transactions, including through third parties, on financial instruments using that information;
- without justification, communicates the information, or advises others on their basis to carry out any of the above operations.

In case of doubt, it is necessary to comply with current company procedures regarding "Price Sensitive Information" and "Internal Dealing".

## 5.6 Conflict of interest

Members of the governing bodies, employees and associates may not conduct business, either on their own behalf or for a third party, in competition with the Group Companies.

If a Recipient is found directly or indirectly (i.e., through close relatives) in a situation of conflict with the interests of the Group, even if it is only potential, he/she is obliged to inform his/her hierarchical superior and/or his/her Point of Contact, who is responsible – either alone or by involving the entities designated and/or identified by the Regulations – for assessing the existence of a conflict and adopting appropriate measures.

The Group has issued a specific procedure regarding transactions with related parties and "Internal Dealing", to which Recipients are referred for further details.

## 5.7 Business assets

Each Recipient is required to protect and use diligently the company assets and equipment put at his/her disposal to perform assigned tasks and duties, avoiding improper use that may harm them or reduce their efficiency, or use them for personal benefit. Information systems (hardware/software) and communications systems (telephones/fax/internet connections, etc.), must be used in compliance with the security procedures and rules/regulations in force at the Company.

## 5.8 Relations with Supervisory Authorities and Control Bodies

It is expressly forbidden to prevent or hinder the carrying out of control or audit activities legally attributed to shareholders, to other corporate bodies or to audit firms by concealing documents or other artifices to that purpose.

It is also forbidden to disclose to public supervisory authorities – in the communications provided for by law and to impede the exercise of supervisory duties – material facts that are not true, even if subject to evaluation, regarding the economic, asset or financial situation of Companies belonging to the Group, or to conceal by other fraudulent means the facts that should have been communicated. This principle must also be observed in relation to information about assets owned or administered by Group Companies on behalf of third parties.

It is forbidden to knowingly hinder, in any way, the functions of public supervisory authorities. Finally, it is forbidden to carry out illegal transactions involving the Group's stock or shareholdings and to carry out transactions that harm creditors.

## 5.9 Share Capital

It is forbidden to make reductions in the share capital, mergers or demergers that violate the provisions of the Creditor Protection Act.

It is forbidden to form or increase fictitiously the capital of Group Companies through the allocation of shares or quotas at less than their nominal value, the reciprocal subscription of shares or quotas, the significant over-valuation of contributions of in-kind assets or of receivables, or of assets of Group Companies in the event of transformation.

Simulated or fraudulent conduct aimed at determining the majority in a Shareholders' Meeting in order to obtain an unfair profit for oneself or others is forbidden.

Moreover, it is forbidden to return contributions – whether or not accomplished by deceptive behaviour – made by shareholders or release shareholders from the obligation to make contributions, except in cases of legitimate reduction of the share capital.

It is forbidden to distribute profits or advances on profits not actually earned or earmarked for reserves or to distribute unavailable reserves.

## 5.10 Checks on future cash flows

Group Companies and their employees must never perform or be involved in activities involving purchasing, receiving, concealing, recycling (i.e. acceptance or processing), self-laundering, or the use in economic or financial activities of money, goods or other benefits coming from criminal activity in any form or manner.

Group Companies and their employees must verify the available information (including financial and reputational information) on business partners and vendors in order to ascertain their respectability and the legitimacy of their business prior to establishing business relations with them.

In dealing with business partners and vendors, Group Companies and their employees must comply with corporate procedures and ensure the transparency and traceability of their operations.

Group Companies and their employees must always comply with the application of anti-money laundering laws in any jurisdiction.

It is forbidden to falsify, put into circulation (accepting, purchasing and/or selling) banknotes, coins, public credit cards, revenue stamps and watermarked paper in the interest and/or benefit of Esprinet S.p.A. and its subsidiaries.

Anyone who receives in payment counterfeit or stolen banknotes or coins or public credit cards for business attributable to Group Companies is obliged to inform his/her superiors so they may register the appropriate complaints.

In addition, Group Companies and their employees must never be involved in the purchase or receipt of counterfeit goods.

The Group is also actively engaged, through preventive control activities, in the repression of the financing of terrorism.

## 6. Principles of relationships with stakeholders

### 6.1 Honesty and integrity in relationships

Relationships of every order and degree must be conducted with transparency, fairness, honesty, integrity and loyalty. Relationships of every order and level exclude any form of discrimination based on age, sex, race, nationality, personal and social conditions, religion, political beliefs, membership in organizations and/or associations that are not in conflict with current law.

## 6.2 Fair competition

The Group shares and intends to protect the value of fair competition, refusing conduct contrary to this principle, including conduct that is collusive, predatory and/or abuses a dominant position.

Fair competition on the market is understood by the Group as the realization of services and the offering of quality products that meet customer needs and fulfil contractual agreements.

## 6.3 Protection and enhancement of human resources

Human Resources are considered a primary value for achieving the Group's goals by virtue of the professional contribution made in a relationship based on loyalty, fairness and mutual trust. The Group protects and promotes the value of human resources, encouraging their professional growth, undertaking to avoid discrimination of any nature and guaranteeing equal opportunities to both sexes; it also guarantees working conditions respectful of individual dignity and safe and salubrious working environments, in compliance with applicable laws and in respect for workers' rights.

Relationships between the different hierarchical levels (which are related to different levels of responsibility within the Group) must be based on the principles outlined above.

The Group does not allow work-related relations to be conducted unless they are disciplined by agreed and formalized contracts. For the ability and skills of each employee to be valued and for each employee to be able to express his/her potential, the company departments must:

- apply criteria of merit and professional competence in making any decisions that regard employees;
- select, hire, train, remunerate and manage employees without discrimination, so that they can enjoy fair and equal treatment regardless of sex, age, nationality, religion or ethnicity;
- ensure equal opportunities for every employee in all aspects of the employment relationship, including but not limited to professional recognition, remuneration, refresher courses and professional training, etc.

In addition, it is forbidden for departments to hire ex-employees of the Public Administration (or their relatives) who have been actively and personally involved in business negotiations with the Group Companies or to support the requests of Group Companies to the Public Administration.

Group Companies undertake:

- to respect fundamental human rights;
- to prevent child exploitation;
- not to use forced labour or work executed in conditions of slavery or servitude;
- not to employ workers lacking a valid residence permit.

The Group also demands that in internal and external work relationships the following do not

occur:

- the creation or maintenance of a state of intimidation through violence, threat, deception, abuse of authority, taking advantage of a situation of physical or psychic inferiority or a situation of need by promising or giving of sums of money or of other benefits to anyone with authority over the person in question;
- harassment of any kind, such as the creation of a hostile working environment for individual workers or groups of workers, unjustified interference with the work of others and the creation of obstacles and impediments to the professional prospects of others;
- sexual harassment, by which is meant the subordination of professional growth opportunities or other benefits to the provision of sexual favours or proposals of private interpersonal relationships which, because they are unwanted by the recipient, may undermine their serenity;
- the use of non-EU workers without a valid residence permit.

All employees must refrain from performing their activities under the influence of alcoholic or narcotic substances or substances which have the same effect, and refrain from consuming these substances during work.

Alcohol and narcotics dependence that has an impact on work performance and may disturb the normal course of work will be considered equivalent to the aforementioned cases.

It is absolutely forbidden to use corporate structures to promote, in any way, the circulation of narcotic drugs and pornographic material and to keep them on the premises of the Group Companies, its warehouses, its appurtenances or any other site related to the Group.

It is also absolutely forbidden to favour organized and transnational crime in any form whatsoever.

The Group implements measures to promote improvements in the safety and health of workers in all aspects of work and seeks to ensure that this objective is constantly pursued. The Group shall take all appropriate measures to ensure the safety and health of workers, including occupational risk prevention, information and training activities, and shall continuously update such measures.

To this end, the Group adopts a management system that specifies policies, objectives, activities, roles and responsibilities on health and safety issues.

This ensures the principle of continuous improvement is aimed at consolidating a safety culture at all levels.

## 6.4 Relations with Customers and Vendors

Relations with Customers and Vendors must be conducted in compliance with the Law and in compliance with the General Principles of the Code of Ethics and the provisions of the Model.

There is also a specific code of conduct for Vendors that governs the principles on which relations are based.

In particular, Customer relations must be based on correctness, courtesy and availability. In relations with Vendors, the selection processes must be based on an objective competitive comparison (of quality, price, performance warranties and assistance), avoiding any form of favouritism or discrimination.

It is forbidden to offer money, gifts or other benefits (e.g. promises of recruitment), even through

a third party, to executives/employees of a customer/vendor or their relatives in order to obtain benefits for the Group Companies.

Directors, employees or representatives of Group Companies undertake not to admit or enact any form of corruption, including payments or other forms of personal benefits to Directors or employees or representatives of customers/vendors with the purpose of improperly influencing corporate decisions and causing them harm.

All contractual relationship activities with Customers and the initiation and management of relations with Vendors must be documented and traceable in order to facilitate the supervision activities delegated by the Group Companies to the Supervisory Board in its implementation of the Model.

## **6.5 Relations with the Public Administration and Institutions**

In relations with the Public Administration and Institutions, whether national or foreign, the Recipients must act in accordance with the Laws, Regulations and the Model, that is, with fairness and loyalty, without improperly affecting in any way (e.g. through gifts, work offers, the use of confidential information, actions that could compromise a person's integrity or reputation, etc.), the counterpart's decisions in order to obtain a preferential treatment, even if the request is made by the representatives of those Bodies.

All relations with the Public Administration and Institutions, whether national or foreign, must be documented and traceable in order to facilitate the supervision activities delegated by the Group Companies to the Supervisory Board in its implementation of the Model.

It is forbidden to offer money or gifts to Executives, Officials or Employees of the Public Administration or their relatives, whether Italian or foreign, even if the request is made by the representatives of such persons, except for gifts or uses of modest value, meaning a value less than 100 euros.

The Group considers as acts of corruption both illegal payments made directly by Italian Individuals and/or Entities or by their Employees and those made by Individuals acting on their behalf in Italy or abroad.

It is forbidden to offer and/or accept any object, service, work or valuable favour to obtain or procure preferential treatment regarding any dealings with the Public Administration. In countries or relationships where it is customary to offer gifts to Customers or other Individuals as a sign of courtesy, such donations must be of an appropriate nature and value, must not conflict with the provisions of applicable law and, in any case, must not be interpretable by the counterpart as a request for favours and/or benefits. When a business deal, request and/or procedure with the Public Administration is under way, the Personnel involved must not seek to influence the Counterpart's decisions, including the Officers who deal with or make decisions on behalf of the Public Administration. The Personnel involved is also forbidden from following up on any unlawful request made by representatives of the Public Administration.

In the specific case of tenders that involve the Public Administration, all conduct must be in accordance with the Law and proper business practice.

If the Group Companies avail themselves of a third party, whether an individual or a company, to represent them in relations with the Public Administration, the same directives applicable to the Recipients of this Code shall apply to that party's Employees and/or Associates.

Group Companies, moreover, may not be represented by Third Parties whose collaboration

may raise suspicions regarding conflicts of interest.

When a business deal, request and/or procedure with the Public Administration is under way, the following actions should not be undertaken (directly and/or indirectly):

- the examination and/or proposal of commercial and/or employment opportunities that may benefit the Employees of the Public Administration personally;
- the offering and/or provision of gifts (of any kind and nature);
- soliciting and/or obtaining confidential information that may compromise the integrity or the reputation of one or both Parties.

## **6.6 Gifts, gratuities and benefits**

It is explicitly forbidden for the Recipients (both directly and through third parties) to offer or receive from anybody any gift which could be interpreted as exceeding normal business practice or courtesy, or be understood as seeking to obtain favourable treatment in the conduct of any activity connected with the Company.

If a Recipient receives offers of and/or requests for gifts or benefits – except for business-related gifts of modest value – he/she is obliged to immediately inform his/her hierarchical superior or his/her Representative, who shall be responsible for assessing the directives and the parameters to be adopted for the management of the "case" as well as the actual existence of a risk of breach of the provisions of the Law and the Model and the adoption of appropriate measures.

## **6.7 Environmental Protection**

The activities of Group Companies are based on the principle of the protection of the environment and public health, in compliance with the specific applicable norms.

The Group is active in protecting the environment as a primary value and is committed to promoting, within its structures, the rational use of resources and the search for innovative solutions aimed at guaranteeing constant energy savings.

# **7. Control, sanctions and the management of reporting**

The Group Companies have set up a Supervisory Board (also referred to as SB) in their organization, which has autonomous powers of initiative and control. The Supervisory Board is also responsible for monitoring, verifying and disseminating the Code of Ethics.

Observance of the Code of Ethics must be considered an essential part of employees' contractual obligations.

The failure of Employees to respect and/or their violation of the rules of conduct set out in the Code of Ethics constitutes a breach of the obligations arising from the employment relationship itself and shall lead to the application of the disciplinary sanctions provided for by law and by collective bargaining labour contracts.

Those sanctions will be proportional to the gravity and nature of the facts.

The management of disciplinary proceedings and the application of sanctions are the responsibility of the persons and departments assigned and delegated to that purpose, and

shall follow the relevant company provisions.

The Group has adopted a more detailed and well-defined sanction system based on the general principles contained in this Code of Ethics.

Any conduct that has been committed in breach of the provisions of this Code by associates, vendors, consultants and business partners related to Group Companies by virtue of a contractual relationship other than that for in-house employees may result in the termination of the contractual relationship in the most serious cases.

The Group Companies retain the right – if the conditions are met – to take action for damages that they may have suffered.

Any violation (real and/or potential) committed in relation to the aforementioned General Principles, the provisions of the Code of Ethics and the Model must be detected and, if proven to be real, sanctioned.

Group companies promote and encourage the reporting of offences and irregularities. In accordance with Law No. 179/2017, which introduced an obligation for all companies with an Organisational Model pursuant to Legislative Decree no. 231/01 to implement a system to enable their employees to report any illegal activities of which they have become aware by virtue of their work (so-called Whistleblowing), the Group has established various channels for receiving reports that can be used by whistleblowers.

In particular, the term “offences” means the commission – or possible commission – of an offence to which the liability of entities pursuant to Legislative Decree 231/01 applies. The said offences are listed in Legislative Decree 231/01.

The term “irregularity” is understood as any violation of rules established in the Code of Ethics and/or the Organisation, Management and Control Model of the Companies of the Esprinet S.p.A. Group. Gross violations of procedures and regulations adopted by Group companies are also considered “irregularities”.

The provision in question is designed to encourage the collaboration of employees, persons to whom the Code applies and other third parties contractually required to comply with this Code of Ethics and that have business relations with Group Companies (e.g. customers, suppliers, consultants, agents, commercial partners, etc..), to report any possible fraud, danger, or other grave risks that may damage customers, colleagues, or the reputation and integrity of the company, and introduces specific protections for the whistleblower.

Reports must be based on precise and consistent facts. Group Companies are not required to give consideration to anonymous or non-anonymous reports that on preliminary examination appear to be irrelevant, unfounded or unsubstantiated.

Reports may be made in writing and may if necessary be made anonymously through special channels of confidential information, by the following methods:

- by letter to the Chairman of the SUPERVISORY BOARD – c/o Esprinet S.p.A., Energy Park 20871 Vimercate (MB), indicating to which Group Company the report refers.
- through a whistleblowing platform accessible from any browser (including from mobile devices) with the following address <https://esprinet.eticainsieme.it>. This channel offers the fullest guarantees of confidentiality for the whistleblower.

Finally, it should be noted that any retaliatory or discriminatory conduct committed against a whistleblower, or which is in any case intended to violate measures to protect the whistleblower (i.e. obligation of confidentiality of the whistleblower's identity) committed by the management bodies or by persons acting on behalf of Group Companies, or any wilful misconduct or gross negligence in making reports that prove to be unfounded, shall be sanctioned in accordance with the procedures established in the disciplinary system adopted by Group Companies.



## **8. Approval of the Code and changes thereto**

This Code of Ethics is approved by resolution of the Boards of Directors of the Group Companies. Any change/addition that becomes necessary, even of a regulatory nature, will be defined by Esprinet S.p.A. and transposed by its subsidiaries.

## Annex 5

### CODE OF CONDUCT FOR RESPONSIBLE MANAGEMENT OF THE ESPRINET GROUP SUPPLY CHAIN

#### 1. Foreword

The Esprinet Group (hereinafter also referred to as the "Group" or "Group Companies") wishes to establish trade relations with its vendors and business partners based on transparency, correctness and business ethics. The development of transparent and lasting relationships with vendors, attention to quality, safety and respect for the environment and compliance with existing regulations are objectives to be pursued with a view to consolidating the value created in favour of stakeholders.

Therefore, in connection with the Code of Ethics adopted by Esprinet S.p.A. and its subsidiaries, the Group has defined a Code of Conduct designed to guide relations throughout its supply chain.

#### 2. Scope and Recipients

The Code of Conduct defines the guidelines to which contractors, consultants, professionals, vendors and business partners (hereinafter referred to as "Recipients") of the Esprinet Group Companies must adhere, as well as any subcontractors, acting either as individuals or as part of a company.

In their working relationship with the Group Companies, the Recipients must therefore comply with the provisions of this document and also guarantee the conduct of the subcontractors they involve in their work in the name or on behalf of the Group Companies.

The Group has chosen to adopt this value instrument with the objective of adopting impartial conduct focused on transparent assessment of procurement.

This document completes and strengthens the principles contained in the Laws and, in general, in all external and internal regulatory sources, with specific reference to the ethical profile of corporate behaviour, and is an integral part of all the contracts and agreements entered into by the Group.

Observance by the Recipients of the Principles contained in this Code of Conduct constitutes an essential requirement for the establishment of a business relationship with Group Companies; similarly, the failure, even partial, to respect the principles set forth herein may result in the termination of the relationship in place with the same.

#### 3. General principles in supply chain management

The selection process of the subjects identified above as Recipients is based on an objective competitive comparison (of quality, price, performance warranties and assistance), avoiding any form of favouritism or discrimination.

Business relations with Recipients are conducted in mutual respect of the following criteria:

- impartiality;
- cost-effectiveness;
- transparency;
- loyalty;
- professional fairness,

avoiding relationships that can generate personal benefits, conflicts of interest or damage to the same Recipients. In particular, purchasing processes are characterized by:

- equal opportunities for each vendor, giving the opportunity to compete to those in possession of the requested pre-requisites, excluding preferential treatment;
- reciprocal loyalty, transparency and collaboration in all conduct, both in pre-contractual and contractual relationships;
- the pursuit of the highest competitive advantage, by adopting objective and documentable criteria, through fair competition.

In this respect, the Group particularly appreciates the adoption by its vendors of ethical standards of conduct and the earning of quality management system certifications, environmental management system certifications, social certifications and certifications related to the health and safety of workers.

#### 4. Working conditions

The Recipients undertake to respect the fundamental rights of their employees, including:

- respect for equal opportunities;
- respect for the personal dignity, privacy and rights of each individual;
- respect for the applicable national minimum wage;
- respect for the working time established by applicable laws;
- the right of free association of employees;
- the prohibition of child labour;
- the prohibition of use of narcotic drugs and the consumption of alcohol during work;
- the prohibition of forced labour;
- the prohibition of use of workers without a valid residence permit.

The Recipients reject any discrimination based on political and trade union opinions, religion, racial or ethnic origin, nationality, age, sex, sexual orientation, state of health, marital status, invalidity, physical appearance, economic-social status and, in general, any individual characteristic of the human person.

#### 5. Health and safety

The Recipients undertake to comply with the requirements of the Workplace Health and Safety Law applied in the territorial context in which they operate, to disseminate and consolidate a culture of safety, developing risk awareness, promoting responsible behaviour by all employees and associates and working to preserve the health and safety of staff, especially by implementing preventive actions.

## 6. Environment

The Recipients undertake to comply with the applicable environmental protection standards in the country in which they carry out their activities in order to preserve the quality of the territory in which they operate and to promote better use of natural resources.

They are also called upon to comply with the regulatory provisions governing the use of hazardous substances in the production of consumer goods (such as the so-called RoHS 2 European Directive), drawing up technical documents and declarations of conformity, preserving them in the timing and manner prescribed by the regulations and marking the product correctly.

Group Companies must verify the correct fulfilment of the Recipient's obligations by requesting support documentation and carrying out testing and control activities.

## 7. Relations with the Public Administration

In relations with the Public Administration and Institutions, whether national or foreign, the Recipients must act in accordance with the Laws, Regulations and the company provisions, that is, with fairness and loyalty, without improperly affecting in any way the counterpart's decisions in order to obtain preferential treatment and without consenting to illicit requests, or any other form of undue influence, from representatives of the Public Administration.

All relations with the Public Administration and Institutions, national or foreign, conducted in the name and on behalf of the Group or that may have implications for the Group and its activities, must be documented and traceable.

## 8. Business Principles

### Compliance with the provisions of the Law

The Recipients hold as an essential principle the compliance with the laws and regulations in force in all countries in which they operate. In no case may the pursuit of the interests of the Group justify and make it acceptable to behave in a manner contrary to the provisions of the Law.

The Group Companies will neither initiate nor continue any relationship with Subjects who do not comply with this principle.

If any of the provisions in this document conflicts with national laws in force in the country of the supplier, the latter will prevail.

The Recipients must not perform or be involved in activities involving purchasing, receiving, concealing, recycling (i.e. acceptance or processing) or the use in economic or financial activities of money, goods or other benefits coming for criminal activity in any form or manner. Nor must they be involved either directly or indirectly in any form of financing of terrorist organizations.

### Prohibition of corruption

The Group prohibits any form of corruption, including the corruption of private individuals. The Recipients, for their part, undertake not to admit or enact any form of corruption, including payments or other forms of personal benefits to Directors or employees or representatives of Group companies with the purpose of improperly influencing corporate decisions.

### Transparency of financial information

The Recipients undertake to disclose information about activities, structures, the financial situation and performance in accordance with current rules and regulations.

### Intellectual property

The Group respects the intellectual property rights of others and makes no unauthorized use of such property, and thus requires the Recipients to comply with laws in force regarding intellectual property rights.

More specifically, the Recipients undertake to protect the industrial property rights (trademarks, patents, distinctive signs, designs, industrial models, original work, etc.) belonging to them and those of others. It is therefore forbidden to counterfeit or alter trademarks or distinctive signs, national or foreign, of industrial products, or patents, designs or industrial models, national or foreign, as it is forbidden to use, bring into the country, hold for sale, put up for sale, otherwise put in circulation, manufacture or use in an industrial manner objects or other goods that have been counterfeited or altered, and realized by wrongfully exploiting industrial property titles or in violation of them.

To this end, the Recipients are called upon to define company procedures and protocols for the protection of the intellectual property rights of others and to adhere to them strictly.

### Fair business and antitrust

In many countries, there are Laws and Regulations that prohibit illegal restrictions on trade, commonly known as antitrust regulations. These regulations are intended to:

- protect consumers and competitors from unfair business practices;
- promote and protect healthy competition.

Laws and Regulations vary from country to country, but generally prohibit agreements or actions that reduce competition without benefiting consumers.

In any case, the Recipients are required to abstain from any unethical behaviour in any way contrary to the rules protecting competition. In particular, and provided that the fact does not constitute another offence, any unlawful agreement to distort competition is forbidden.

### Conflict of interest

The Recipients are required to report any relationship with an employee, administrator, special representative with power of attorney, agent or business broker of the Group Companies that could create situations, even if only apparent, of direct conflict of interest.

### Labour intermediation

The Recipients act in compliance with applicable laws prohibiting intermediation in the hiring of labour and therefore refrain from any conduct in violation thereof, such as relying, in any form, on mere job performance, except for the cases expressly permitted by current labour legislation and in accordance with the procedures envisaged.

### Conduct and management of operations

In their work for the Group Companies, the Recipients must ensure that every operation and transaction is properly registered, authorized, verifiable, legitimate, consistent and appropriate. All actions and operations must be properly registered in order to make it possible to verify the decision-making, authorization and execution process.

For each record, an appropriate element of traceability is provided to be able to carry out, at any time, controls of the characteristics and the reasons for the operation and to identify who authorized, carried out, registered and verified the operation itself.

## 9. Application and reporting

### Acceptance obligation

The Code of Conduct is an integral part of all the contracts and agreements entered into by Group companies with the Recipients. The Recipients' respect for the principles contained in this Code of Conduct constitutes an essential requirement for the establishment of a business relationship with the Group; in parallel, the failure, even partial, to respect the principles set out in the Code of Conduct will result in the termination of the business relationship in place.

Acceptance of the Code of Conduct is an indispensable condition for inclusion in the List of Approved Suppliers. The Code of Conduct must be signed for acceptance by the owner or legal representative of the Recipient of the Code of Conduct and attached to the documents submitted in the bidding phase.

### Equivalence with other codes

The Esprinet Group appreciates and attributes great value to the initiatives taken autonomously by the Recipients to define principles of conduct and to monitor their correct implementation throughout their own supply chain.

In fact, if the Recipient has adopted his/her own Code of Ethics, the provisions of which are in line with what is stated in this document, that code shall be accepted as an alternative to subscribing to this Code of Conduct.

### Violations

Violation of the rules contained in this Code of Conduct may result in the termination of the contractual relationship in the most serious cases.

The Group Companies' Supervisory Boards are responsible for monitoring compliance with the Code of Conduct and are ready to satisfy any requests for information or further explanation.

### Reporting obligation and modes

The Recipients of the Code of Conduct have the obligation to report the following to the above-mentioned Supervisory Board:

- any attempt made by another competitor or interested party to disrupt the regular conduct of the procedure and/or the performance of the contract;
- any abnormal request or claim made by Group contacts or by anyone who could affect decisions relating to the assignment or stipulation of a contract and its execution;
- any relationship with an employee, administrator, special representative with power of attorney, agent or business broker of the Group that could create situations, even if only apparent, of direct conflict of interest.

Reports can be sent via the following communication channels:

1. e-mail: ODV@esprinet.com;

2. traditional mail: Supervisory Board - Esprinet S.p.A. Via Energy Park 20 20871 – Vimercate (MB) However, no anonymous or unsigned reports will be considered.

#### **Publicity and information**

The Group agrees to adequately disseminate and publicize this Code of Conduct using the appropriate tools and channels of communication, including, where possible, publication on its Internet sites.

#### **Approval and changes**

This Code of Conduct is approved by resolution of the Boards of Directors of the Group Companies.

Any change/addition that becomes necessary, even of a regulatory nature, will be defined by Esprinet S.p.A. and transposed by its subsidiaries.



## Annex 6

### Extract of the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 of Esprinet S.p.A.

#### INTRODUCTION

Over time, the directors of Esprinet S.p.A. have established for the Company an organisational, administrative and accounting structure that is consistent with the governance objectives laid down by Article 2086 of the Italian Civil Code.

This structure is instrumental not only for achieving the economic objectives that shareholders impose, but also for the timely identification of any crisis factors or loss of business continuity that arise.

The aim is to protect all stakeholders, including employees and the areas in which the Company carries on its business, according to the principles of Sustainable Success, which is the main objective of the directors of Esprinet S.p.A.

In the belief that the commission of offences or violation of the regulations of markets in which the Company operates is in itself a crisis factor (not to mention the heavy fines that may result), the Organisational and Management Model laid down by Legislative Decree No. 231/2001, which aims to prevent these offences, is considered an integral and essential part of the entire organisational structure of Esprinet S.p.A..

The Document representing the Model pursuant to Legislative Decree No. 231/2001, which can be found below, has been updated on a number of occasions by the Board of Directors (as indicated in ANNEX 2) and the latest version shown here was approved at the meeting of 15 April 2020.

This document gives an account of i) the assessment of the risk of the offences expressly referred to in Legislative Decree No. 231/2001 being committed; ii) the identification of sensitive activities, in order to verify in which areas/sectors of activity and in what manner the above offences could hypothetically occur; iii) the identification of the existing control system with reference to the "control principles" applied.

An account is also given of the following iv) the rules for the identification, composition and operation of the Supervisory Board and the reporting to and from that Body; v) the disciplinary system applicable in the event of breach of the rules referred to in the Model; vi) the system for managing cash flows; vii) the essential features of the Company's system for fulfilling all obligations in terms of complying with the standards envisaged in Article 30 of Legislative Decree No. 81/2008 on the protection of health and safety in the workplace; viii) the methods for updating the Model.

The provisions of the Model are supplemented by the provisions of the Code of Ethics which establishes the principles of conduct that guide all those who work at Esprinet and for Esprinet.

#### 1 ESPRINET'S GOVERNANCE MODEL AND ORGANISATIONAL STRUCTURE

##### 1.1 Esprinet

Esprinet S.p.A., and its subsidiaries, (which together form the "Esprinet Group" or the "Group") is engaged in the wholesale and retail distribution of information technology and consumer electronics in Italy and Spain and has a total of approximately 47,000 resellers-customers and over 500 brands in its portfolio.

The Group is active in the following business areas, in Italy, Spain and Portugal:

- "business-to-business" (B2B) distribution of Information Technology (IT) and consumer electronics;
- "business-to-consumer" (B2C) distribution of IT and consumer electronics;

In the Italian market, the predominant activity is the distribution of IT products (hardware, software and services) and consumer electronics.

In addition to more traditional computer products (PCs, printers, copiers, servers, packaged software, etc.), the company also distributes consumables (cartridges, toners, magnetic media, etc.), networking (modems, routers, switches) digital and "entertainment" products (smartphones, cameras, video cameras, video games, etc.) and large and small household appliances (televisions, washing machines, refrigerators, etc.).

The Company's **mission** is to excel in the distribution of information technology and consumer electronics in the relevant markets, as a result of lawful, meticulous, professional, honest, fast, reliable and innovative management of its dealings with customers and suppliers, and scrupulously valuing the skills and capabilities of its personnel.

The primary task of management is also the pursuit of "sustainable success" as a principle of corporate governance laid down by the Corporate Governance Code, which is based on the creation of long-term value for the benefit of shareholders, and taking into account the interests of significant stakeholders for the Company.

It is committed to the constant improvement of safety and of the environment, in particular to preventing accidents, occupational diseases, pollution and compliance with the relevant laws.

**The values** on which the Company's activities are based are:

- *Compliance with the applicable laws* and ethical principles;
- *Raising staff awareness* of environmental and safety issues and of the importance of each person contributing to prevent accidents and to improve the general conditions of safety at work and the environmental efficiency of the organisation;
- *Seeking excellence*: trying to offer the best available service;
- *Results oriented*: working towards a goal, and acting to achieve this whilst also paying close attention to the applicable laws and the ethical principles that Esprinet believes to be of primary importance;
- *Professionalism*: success is based on business ethics, observance of rules, ensuring full customer satisfaction, professionalism and a spirit of sacrifice;
- *Team spirit*: victory is only possible if the whole team is in tune with each other;
- *Innovation*: value is created by inventing new ways of meeting the needs of customers and suppliers;
- *Entrepreneurial spirit*: innovation requires every employee not only to come up with new ideas, but also to have the courage to put forward their ideas to the Company and, when they are accepted, to turn them into new sources of competitive advantage.

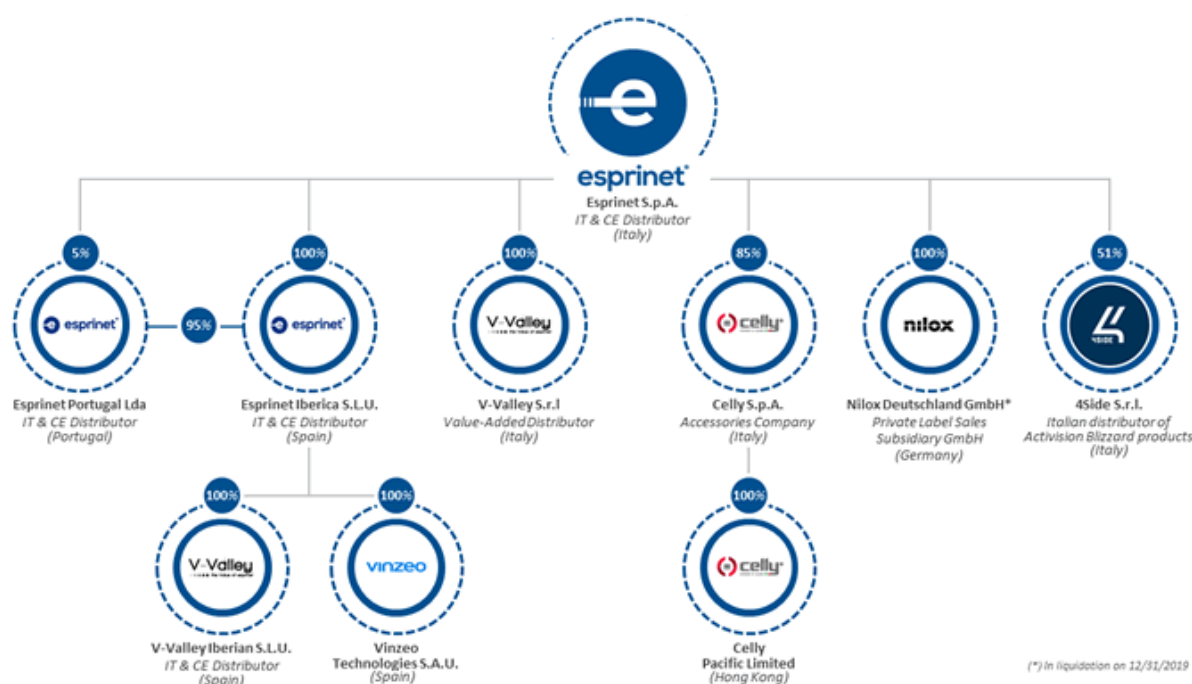
## 1.2 The Group headed by Esprinet

The current structure of the Esprinet Group consists of:

- The Italy subgroup, including the Italian companies controlled by Esprinet S.p.A. (V-Valley S.r.l., Celly S.p.A., and 4Side S.r.l.);
- The Spain sub-group, represented by the Spanish companies Esprinet Iberica S.L.U., Vinzeo Technologies S.A.U., V-Valley Iberian S.L.U., to which is added the Portuguese company Esprinet Portugal Lda.
- Nilox Deutschland GmbH.

All Group Companies, except Nilox Deutschland, has its own Organisational Model.

A brief description of the companies belonging to the Group is given below.



### Italy subgroup

#### ***V-Valley S.r.l.***

Formed in June 2010 under the company name Master Team S.r.l. and changed in September to V-Valley S.r.l., it has its registered office at Via Energy Park 20, Vimercate (MB) and is wholly owned by Esprinet S.p.A...

This company, operational since December 2010, carries out all activities relating to the distribution of "value" products (essentially high-range servers, storage and networking, virtualisation, security, bar-code scanning).

#### ***Celly S.p.A.***

An Italian company active in the wholesale and retail distribution of accessories for mobile devices, now managed and coordinated by Esprinet S.p.A.

#### ***4Side S.r.l.***

In March 2019, Esprinet S.p.A. acquired 51% of the shares of 4Side S.r.l., a company that recently entered into a four-year agreement for the marketing and exclusive distribution of Activision Blizzard products in Italy. The company's mission is to become the leading independent Italian distributor in the gaming entertainment sector by developing a complete portfolio of video game and merchandising manufacturers.

### Spain subgroup

#### ***Esprinet Iberica S.L.U.***

The company was originally set up by the Group in order to handle Spanish acquisitions made between the end of 2005 and the end of 2006 and has been operating since 2007 following mergers in 2007. It achieves its turnover in the core business from the B2B distribution of IT and consumer electronics.

The company owns offices and warehouses in Zaragoza, which is located around only 300 km from the major Spanish cities (Madrid, Barcelona, Bilbao and Valencia) which together account for over 80% of IT consumption in Spain.

#### ***Vinzeo Technologies S.A.U.***

Vinzeo was set up in 2000 as a result of a merger between Spanish distributors of accessories and telephone products and was acquired by the Group on 1 July 2016.

The company holds important distribution contracts in the volume IT market (including HP, Samsung, Acer, Asus, Toshiba, Lenovo) as well as the value-added segment (particularly Hewlett-Packard Enterprise). Vinzeo has been an important distributor of Apple products since 2009, including iPhone (since 2004) and Apple Watch (since 2015).

The operational headquarters are in Madrid, with peripheral locations in Barcelona and Bilbao, while the warehouse is located in Saragozza, near Esprinet Iberica.

#### ***V-Valley Iberian S.L.U.***

On 30 November 2016, Esprinet S.p.A. acquired the "VAD-Value Added Distributor" business unit of Itway Iberica S.A.U., a company based in Barcelona and part of the Group controlled by Itway S.p.A., operating in the IT sector through the design, manufacture and distribution of solutions and technologies.

Its business area is the distribution in Spain and Portugal of computer security software, networking and server operation software.

The company operates in Barcelona and Madrid.

#### ***Esprinet Portugal Lda***

In April 2015, the Portuguese company Esprinet Portugal Lda was formed to further develop the Group's distributive activities in Portuguese territory until that date by the Spanish subsidiary Esprinet Iberica.

### **1.3 The Governance Model**

In accordance with the Corporate Governance Code for Listed Companies adopted and subsequently updated by the Corporate Governance Committee of Borsa Italiana S.p.a. and within the intention of constantly and progressively bringing its governance into line with legislative developments, the Company has developed a series of governance instruments which can be summarised as follows:

#### ***Ethical Code***

The Ethical Code summarises the guiding principles behind the ethical/corporate responsibilities on which individual behaviour must be based: it is the key instrument for the promotion of ethics within the Group as well as a means of guaranteeing and upholding the Company's reputation so that it can create trust externally.

The adoption of important ethical principles to prevent offences constitutes an essential part of the system of preventative control, identifying the Company's values and the most important rights and duties of those who work with or for the Company in any capacity.

The adoption of the Ethical Code is, in general, a reflection of a business context in which the primary objective is to meet as best as possible the needs and expectations of customers and stakeholders, through:

- continual promotion of a high standard of internal professionalism;
- full and constant compliance with current legislation in the countries in which it operates;
- conformity of its activities with the principles of consistency and transparency and associated controls;
- rules governing dealings with third parties (suppliers, customers, public authorities) in order to avoid possible episodes of corruption.

### ***Powers of attorney and delegations***

The Company has defined a system of powers of attorney consistent with its organisational structure in order to formally grant powers and responsibilities for the management of company business.

### ***Organisation Chart and Organisational Structure***

These briefly describe the Company's structure, hierarchical relationships and relevant aspects of organisational units, their activities and their mutual relations.

### ***Handling of corporate information***

In order to monitor the circulation of privileged information before it is made available to the public and to ensure compliance with the confidentiality requirements of applicable law, the Board of Directors, in its resolution of 7 April 2006, approved the Regulations for the Management of Privileged Information, updated on 28 July 2017 following legislative changes, and created a Register of Persons who have Access to such Information.

The Regulations govern the internal management and the external disclosure of significant information particularly with regard to privileged information about the Company and its subsidiaries. In particular, they:

- define the confidentiality duties imposed on all persons who have access to such information, stipulating, *inter alia*, that information may only be disclosed by reason of their working or professional activities;
- provide for the creation of a Register of Persons who have Access to Privileged Information and the method of maintaining and updating the Register, identifying the Company's CFO as the officer responsible for it and the Chief Executive Officer as his substitute.

The Register lists the people who have occasional or regular access to important or privileged information. The Register was created in the form of a Group Register and is kept and managed on behalf of the subsidiaries too.

### ***Internal Dealing***

Since 1 January 2003, Esprinet has benefitted from an Internal Dealing Code of Conduct.

The Code of Conduct governs market disclosure obligations, within the time periods and subject to the thresholds defined in the above Regulations, with respect to transactions, relating to Esprinet shares, which are carried out by "significant persons" (i.e. persons who, by virtue of the post that they hold within the Company, have privileged information about the Company's prospects and persons closely connected to the latter), as well as shareholders who hold at least 10% of the Company's share capital.

### ***Relations with shareholders and rules governing shareholders' meetings***

Ongoing dialogue with Shareholders and, in particular, with institutional investors is engaged under the instructions of the Chief Executive Officer, who obtains assistance, within the Company, from a restricted number of colleagues who are particularly suited and specifically appointed to offer the maximum assistance possible. Additional contributions come from outside, for specific contractual relationships, from qualified professionals who deal both with the management of legal relations and also with communication.

As regards the functioning of shareholders' meetings, the Company follows a set of Rules approved by the ordinary shareholders' meeting and not attached to the Articles of Association. A copy of these Rules is handed over to the shareholders, together with a copy of the current Articles of Association, at shareholders' meetings.

The Company by-laws do not stipulate any particular rules which depart from the provisions of the Civil Code regarding the exercise of shareholder rights.

### ***Internal control system***

The Board of Directors defines the guidelines for the internal control system, which is understood to be the set of processes designed to monitor the efficiency of the Company's operations, the reliability of financial information, compliance with laws and regulations and the safeguarding of the Company's assets.

The internal control system thus designed and continually implemented is capable of effectively controlling the typical risks of corporate management, including the activities of subsidiaries, and of monitoring the Company's and the Group's economic and financial situation.

The Companies has appointed an executive director for the internal control system to whom the duties summarised below are assigned:

- to identify the main risks faced by the Company taking account of the characteristics and activities carried out by the Company;
- to implement the guidelines defined by the Board of Directors, by designing, establishing and managing the internal control system;
- to constantly check the adequacy, effectiveness and efficiency of the internal control system;
- adapt the system to changes in operational conditions and in the legislative and regulatory framework;
- to propose to the Board of Directors, after consultation with the Control and Risks Committee, the appointment, dismissal and remuneration of the Head of Internal Audit, with the latter being chosen from those who meet the necessary requirements of independence and capability.

Appointments were also made, as provided for in the Corporate Governance Code for Listed Companies issued by Borsa Italian, of the Head of Internal Control and the Financial Reporting Officer pursuant to Law 262/2005.

### ***Data Protection Management System***

The Company has set up a model to manage the obligations arising from Regulation (EU) 2016/679 on personal data, which includes information related to processing, in close correlation with the corporate ERM model and the relevant risk analysis, with the consequent issue and updating of the Company's policy on IT security and therefore also on processing instructions and the use of company instruments.

The Company has also updated and issued, in conjunction with the processing information, the policy statements to be made available to data subjects and the relevant legal basis, managing consent where applicable.

Finally, Esprinet has appointed a Data Protection Officer who, with the collaboration of the Internal Audit department, has set up and planned the relevant audits.

### **Certifications**

The Esprinet Group is committed to achieving excellence in its management systems related to quality, the environment, safety and ethics, and embraces the philosophy that underlies every management system, that is, the constant need for improvement, thus ensuring visibility and value in the market.

The guidelines and operational criteria that underpin the Esprinet Group's integrated quality, safety and environmental management system are: complete customer satisfaction, the optimal use of resources, the quality of the internal and external environment, the utmost attention to the safety of associates in the workplace, the involvement of personnel.



With its decisive stance on quality, Esprinet S.p.A. has chosen to ensure compliance with legislation, regulations and commitments in all areas, and particularly in terms of the environment and health and safety at work, by maintaining the following certifications:

- Quality, according to the UNI EN ISO 9001:2015 international standard;
- Occupational Health and Safety, according to the OHSAS 18001 standard: 2007;
- Environmental management systems, according to the UNI EN ISO 14001 standard: 2015.

Esprinet S.p.A. has been certified since 1999 in terms of Quality Systems and since 2009 in terms of its Safety and Environmental System covering the following domain:

- Sale and distribution of products (ICT, consumer electronics, office and stationary products) and IT services, by handling and warehousing, packaging and shipping;
- Assembly and integration of hardware and software platform systems.

#### ***In particular***

##### ***Occupational Health and Safety***

The Company has a *risk assessment document* for all sites of the Esprinet Group, in accordance with Legislative Decree No. 81/2008, which contains an exhaustive list of risky activities, prevention and protection measures and the programme of measures appropriate to ensure that safety procedures improve over time.

The Company has also adopted an occupational health and safety management system certified in accordance with the British Standard OHSAS 18001:2007

The company system for managing health and safety at work also requires the monitoring of the rules and directives of the competent Authorities, so as to be able to promptly comply with the requirements laid down including in the event of health emergencies.

##### ***Environmental management system***

Esprinet is also committed to achieving excellence in its environmental management system and constantly strives to improve all corporate processes.

For the purposes of quality, Esprinet S.p.A. has decided to ensure compliance with legislation, regulations and commitments in all areas, and particularly in terms of the environment, reflected by its maintenance of UNI EN ISO 14001 certification: 2015, relating to product sale and distribution (ICT, consumer electronics, office and stationery products) and IT services, by handling storage, packaging and shipping, and relating to the assembly and integration of hardware and software platform systems.

#### **1.4 The institutional structure**

A description is given below of Esprinet's institutional structure.

##### ***Shareholders' meeting***

The shareholders' meeting, properly constituted, represents all shareholders and its resolutions, adopted in compliance with the law and with the Company's Articles of Association, are binding on all shareholders, even if they do not attend the meeting or dissent. The Board of Directors calls ordinary or extraordinary shareholders' meetings which are to be held at the registered office or at any other place indicated in the notice of meeting, as long as it is in Italy. Shareholders' meetings can also be called, in the cases laid down by law, by the Chairman of the Board of Statutory Auditors or by at least two members of the Board of Statutory Auditors, after having advised the Chairman of the Board of Directors.

The ordinary shareholders' meeting must be called at least once a year within 120 days of the end of the financial year.

Shareholders' meetings are chaired by the Chairman of the Board of Directors or, if he is absent or unavailable, by the Deputy Chairman, if appointed, and, in their absence, by another person designated by the shareholders' meeting. It is the responsibility of the Chairman of the Meeting to



ascertain that the meeting has been properly convened, to establish the identity and eligibility of those present, to manage the proceedings of the Meeting on the basis of the approved Rules Governing Shareholders' Meetings, and to verify and announce the results of votes.

Unless the minutes are drawn up by a notary, the Chairman is assisted by a secretary, who need not be a shareholder, appointed by the Meeting, in accordance with the Company by-laws.

### ***Board of Directors***

The Company is managed by a Board of Directors, which is appointed by the Shareholders' Meeting and consists of a variable number of members of no less than 7 (seven) and no more than 13 (thirteen). It is the responsibility of the Ordinary Shareholders' Meeting to determine the number of members based on slates of candidates submitted and signed by shareholders in accordance with Article 13 of the Company's Articles of Association.

The Board – if the Shareholders' Meeting has not already done so – elects from among its members the Chairman and possibly also a Deputy Chairman. It can also appoint a secretary from outside its members.

Meetings are chaired by the Chairman or, if he is absent or unavailable, by the Deputy Chairman, if appointed, or by the most senior director in terms of age.

The Board of Directors plays a central role in the organisation of the Company, being vested with extensive powers for the ordinary and extraordinary management of the Company. It is responsible for the strategic direction and organisation of the Company and for checking the existence of the controls necessary to monitor the performance of the Company and of the Group. The Board examines and approves the Company's strategic choices and all economic and financial transactions which are regarded as significant insofar as they may materially affect the Company's activities and performance. The Board also approves any related party transactions, without any limit except that of the at least minimum legal and financial basis of the relationship. Finally, the Board can, within legal limits, delegate its powers to an Executive Committee, determining the content, limits and possible methods of exercising the delegated powers pursuant to Article 16 of the Articles of Association.

Powers to represent the Company and to sign on behalf of the Company lie separately with the Chairman and with the Deputy Chairman of the Board of Directors (if appointed), and, within the limits of their powers, with the directors to whom the Board of Directors has delegated its powers. There is also the position of Chief Executive Officer, who remains in office for a term of three years and is responsible for the Company's operations, for the implementation of rules and regulations and for the autonomy of the operating structure.

### ***Board of Statutory Auditors***

The Board of Statutory Auditors is appointed by the Shareholders' Meeting, remains in office for 3 years and consists of 3 acting members and 2 substitute auditors who meet the requirements of integrity and professionalism laid down by current legislation. Members are appointed according to the procedure stated in Article 19 of the Company's Articles of Association.

### ***Financial Reporting Officer pursuant to (Law 262/2005)***

The Board of Directors, with mandatory input from the Board of Statutory Auditors, appoints, within the Company's administrative section, a Financial Reporting Officer (with suitable qualifications, specific experience in finance and control, and a record of ethical conduct) (as provided by Law 262/2005), granting that person the powers and resources necessary to fulfil his duties and determining his term of office.

In addition, Esprinet has set up the following Committees in accordance with the provisions of the Corporate Governance Code for Listed Companies, whose role is offer advice and put forward proposals with respect to the matters for which they are competent and to report directly to the Board of Directors (as described in the Rules governing Committees):

- The **Control and Risks Committee** consists of non-executive directors, the majority of whom are independent and at least one of whom has suitable experience in accounting and financial matters.

The Committee is responsible for assisting the Board, through its powers to investigate, make proposals and advise, in order to ensure that the main risks faced by the Company and its subsidiaries are correctly identified and appropriately measured, managed and monitored. It shall also determine the extent to which such risks are compatible with the management of the Company consistent with the strategic objectives identified. Specifically, the Committee is assigned the following duties:

- assist the Board in carrying out activities related to the internal control system, in particular in defining the guidelines for that system, in carrying out regular checks on the adequacy and functioning of the system and in establishing that the main risks faced by the Company are identified and adequately managed;
- assess, together with the financial reporting officer and the auditors, having previously consulted with the Board of Statutory Auditors, whether the accounting principles used are adequate for the purposes of preparing the consolidated financial statements;
- express opinions, at the request of the Chief Executive Officer and/or the executive director entrusted with internal control, on specific aspects relating to the identification of the main risks faced by the Company and to the design, creation and management of the internal control system;
- examine the work plan drawn up by the Head of Internal Audit, as well as the periodic reports prepared by the latter, at least once every six months, in addition to the activities of the Financial Reporting Officer;
- report to the Board of Directors, at least at the time of the approval of the financial statements and the half-year financial report, on the activities performed and on the adequacy of the internal control system;
- express its opinion on the proposals made by the executive director entrusted with Internal Control on the Board of Directors with respect to the appointment and dismissal of the Head of Internal Audit and on proposals regarding remuneration, in line with the Company's policies;
- assess the comments that emerge from the reports of the Head of Internal Audit, from the communications issued by the Board of Statutory Auditors and by individual members of the Board, from the reports and management letters of the Independent Auditors, from the reports of the Supervisory Board pursuant to Legislative Decree No. 231/2001 and from the surveys and examinations carried out by third parties;
- to express opinions to the Board of Directors on the rules of transparency and substantive and procedural correctness of related party transactions and those in which a director holds a personal or third party interest, and to carry out the duties ascribed to the committee under the Consob regulation concerning related party transactions adopted under Resolution 17221 of 12 March 2010 as subsequently amended by Resolution 17389 of 23 June 2010.

- **Appointments and Remuneration Committee:** the committee comprises at least three non-executive directors, the majority of whom are independent, and is appointed by the Board of Directors. The Committee elects a Chairman from within and, at the latter's proposal, appoints a Secretary, who need not be a member. Members remain in office for the duration of their tenure as Director, unless fully or individually replaced by resolution of the Board of Directors.

The Committee is asked to prepare nomination proposals for the post of members of the Board of Directors (analysing the specific qualities of candidates and drawing up a detailed report on their personal and professional characteristics), to put forward proposals to the Board concerning the remuneration of the Chief Executive Officers - and those who vested with particular duties - and concerning the criteria for determining the

compensation payable to senior management. The Committee is also asked to resolve on share incentive schemes (stock option plan approved by the Company).

The Committee meets whenever the Chairman of the Committee deems this appropriate or is asked to meet by the Chairman of the Board of Directors and, in any event, before each meeting of the Board of Directors called to resolve on the aforementioned matters.

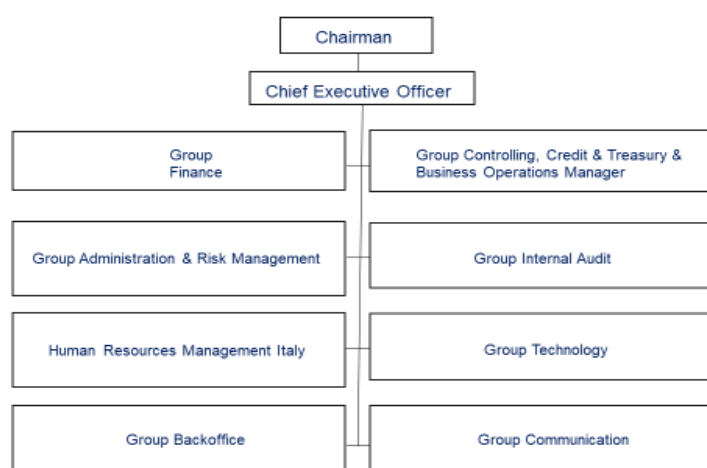
- **Independent Committee:** Comprises three non-executive and independent members of the Board (the same as the Control and Risks Committee, when this exclusively comprises independent directors).

As part of the duties identified by the Board of Directors in the Related Party Transactions procedure adopted by the Company, the Committee expresses a prior substantiated opinion on the Company's interest in carrying out the Related Party Transaction and on the appropriateness and substantial correctness of that Transaction.

In relation to Related Party Transactions, the Committee has the right to be assisted, at the Company's expense, by one or more independent experts of its own choosing.

## 1.5 The organisational structure

Esprinet's Organisational Structure is represented below.



A description is given below of the activities carried out by the Departments and Divisions into which the Company is divided.

- **Group Controlling, Credit & Treasury:** is responsible for management control, final analysis of the structure of company margins and costs and for the *ex post* checking of budget/actual variance. It is also responsible for granting loans to customers, within the sphere of autonomy defined as part of the Group Risk Policy, for debt recovery and lending services to customers. It then manages treasury activities;
- **Group Finance Department:** is responsible for defining and managing the financial policies that support the business of the Company and its subsidiaries, for managing relations with credit institutions in relation to ordinary finance transactions. It also carries out activities, in close liaison with the *Controlling Group*, to coordinate and manage the annual planning cycle (budget, revised budget, forecast) and the multi-annual business plan.

The department also supports the Chief Executive Officer in assessing the feasibility and management of extraordinary finance transactions and, in general, in analysing the economic/financial suitability of significant investments (capital budgeting).

Lastly, through the Corporate Affairs Office and the Legal Office, it manages the corporate and legal affairs of the Group's Italian companies with particular responsibility for dealings with shareholders and with the bodies in charge of the organisation and management of regulated markets (Consob, Borsa Italiana).

- **Human Resources Management Department (HR office):** is responsible for managing human resources within the Group companies and, more specifically, for recruitments, dismissals, job rotations, relations with external bodies (public or third parties bound by contract), staff training and development, searching and selection, management of staff disputes;
- **Group Communication Department:** is responsible for preparing and implementing the marketing plan of the Company and its subsidiaries, as well as the related external communication initiatives.
- **Group Technology Department:** is responsible for the development and maintenance of the information systems and associated infrastructures of the Company and of its subsidiaries. It also provides technical support to internal users (helpdesk);
- The Department is responsible, at group level, for creating and maintaining websites, for creating computer tools and for managing the Company's data warehouses.
- **Group Internal Auditing Department:** supports management in implementing and maintaining a structured and formalised system for identifying, measuring, managing and monitoring the main risks faced by the Company and checks that the procedures of the internal control system are correctly applied. It is also responsible for the Health, Safety, Environment & Privacy and for the correct application of health and safety rules and regulations, respect for the environment and for privacy, for the Operational & Quality area, and has the duty to control the effectiveness and efficiency of company processes in terms of risk management and governance of the "Quality System" and the Finance & Compliance area which is responsible for the correct application of risk management rules and procedures in the administrative/accounting sphere and in the area of financing reporting and for checking the constant observance of current legislative stipulations.
- **Group Administration & Risk Management Department:** is responsible for all activities in relation to general accounting, sales, costs and filing. It is responsible for drawing up and publishing the separate interim and annual financial statements of the Group's Italian companies as well as the consolidated financial statements. It coordinates with the external auditors, with the Board of Statutory Auditors and with the tax authorities.
- **Group Back Office Department:** includes the Supply Chain Division, which manages transportation activities and logistics - from acceptance to dispatch of goods, including goods handling operations with the help of an external company), the Purchasing Department, which has the task of managing purchases of goods based on instructions issued by Product Marketing and monitoring all related activities (placing an order, receiving goods, managing returns) and, finally, the General Services Department, which includes facility management activities.
- **Business Operations Manager:** coordinates the activities of the Sales & Marketing divisions by defining and implementing the sales strategies for the group's Italian associates, with responsibility for volumes of sales and sales margins on products.

In particular, the Country Manager Italy manages the following organisational structures:

- **It Volume area, It Value area, Office products Area and Consumer Electronics Area:** these different departments are concerned, within their own business segments, with managing supplier relationships and studying the relevant markets, for marketing initiatives and dedicated commercial policies, purchase planning, stock management and controlling the sales margin on products, as well as training and support for the salesforce.

## 2 ESPRINET'S ORGANISATION AND MANAGEMENT MODEL

### 2.1 Introduction

To support the important process of identifying, measuring, managing and monitoring the main risks which may impact on the correct management of the Company's business, Esprinet has carried out an analysis of its own organisational system, with the help of specialist consultants, with a view to adopting an Organisational and Management Model compliant with the stipulations contained in Legislative Decree No. 231/2001. The adoption and implementation of the Model represents for Esprinet not only a means of preventing the offences set out in Legislative Decree No. 231/2001 but, in particular, a strategic factor in ensuring the constant improvement of the Corporate Governance system.

In drawing up the Model, account was taken not only of the legislative developments since 2001 but also of the latest version of the Guidelines issued by Confindustria, last updated on 21 July 2014.

The Model is a coherent set of principles and rules that:

- regulate the internal functioning of the Company and determine the ways in which the Company relates to the outside world;
- govern the operation of a system for monitoring sensitive activities, aimed at preventing the commission or attempted commission of the offences laid down in Legislative Decree No. 231/2001.

The Model, as approved and subsequently updated on several occasions, is made up of the following constituent parts:

- process of identifying the Company's activities within which the offences laid down in Legislative Decree No. 231/2001 may be committed ("map of sensitive activities");
- definition and application of general control principles and specific protocols in relation to the sensitive activities identified;
- process of identifying ways of managing financial resources capable of preventing offences from being committed;
- Supervisory Board;
- Ethical Code (cf. para. 1.3 of the General Part of this Model);
- Disciplinary System to sanction breaches of the provisions contained in the Model;
- identification of a plan for communicating the Organisational Model to staff and persons that interact with the Company.

Pursuant to Article 6, paragraph 1, letter a) of the Decree, Organisational and Management Models are documents issued by the senior management as a collective body. Therefore, the adoption of this Model constitutes the prerogative and responsibility of the Board of Directors. The updating of the Model is entrusted to the Chairman of the Board of Directors, at the express delegation of the latter.

Amendments made by the Chairman, including on the instructions of the Supervisory Board, must be ratified by the Board of Directors at its first meeting after the amendment in question.

Aside from those circumstances that require the immediate updating of the Model (such as changes in the Company's internal structure and/or changes in the ways in which the Company's activities are carried out, legislative changes, etc.), this Model is in any case regularly reviewed.

### 2.2 The Guidelines issued by Confindustria

This Model takes account of the "Guidelines for the construction of Organisational, Management and Control Models pursuant to Legislative Decree No. 231/2001" approved by Confindustria and last updated on 21 July 2014.

In particular, Confindustria initially approved the text of its Guidelines on 7 March 2002 and also provided methodological information for identifying areas at risk and for the structuring of the Model.

Subsequently, on 3 October 2002, Confindustria prepared a "*Supplementary appendix to the Guidelines for the construction of Organisational, Management and Control Models pursuant to Legislative Decree No. 231/2001 to cover the crimes introduced by Legislative Decree No. 61/2002*" with the aim of extending the rules set out in Legislative Decree No. 231/2001 against corporate crime, ensuring greater transparency of procedures and processes within the company and, therefore, guaranteeing more effective control over managers' actions, particularly with regard to the Supervisory Board; on 9 April 2008, Confindustria made further amendments in relation to the following categories of offences: market abuse, virtual child pornography, female genital mutilation, cross-border organised crime, manslaughter, serious or grievous bodily harm committed as a result of the breach of occupational health and safety rules and money laundering. On 21 July 2014, a new version of the Guidelines was then approved, adapting the previous 2008 text to new legislation, case law and practice that had taken place in the meantime. Specifically, the main changes and additions to the General section relate to: the new chapter on the features of criminal liability and the summary table of predicate offences; the disciplinary system and sanctioning mechanisms; the Supervisory Board, particularly with regard to its composition; and the phenomenon of groups of companies.

The special section dedicated to the exploration of crimes through appropriate case studies was substantially revised, in order not only to deal with new types of predicate offences, but also to introduce a schematic method of analysis that is more easily accessible to the operators concerned.

The Guidelines suggest the use of risk assessment and risk management methodologies which are broken down into the following stages:

- identification of **risk areas**, designed to establish in which company area/sector the detrimental events identified in Legislative Decree No. 231/2001;
- preparation of a **control system** with the capacity to prevent risks through the adoption of specific protocols.

The most important components of the control system proposed by Confindustria are:

- Ethical Code;
- organisational system;
- manual and computerised procedures;
- powers of authorisation and signature;
- control and management systems;
- staff information and training.

These must be inspired by the following principles:

- verifiability, documentability, coherence and consistency of each operation;
- application of the principle of segregation of duties (no person can independently manage an entire process);
- documentation of controls;
- establishment of an adequate system of sanctions for infringements of the rules of the code of ethics and the procedures set forth in the Model;
- identification of the requirements of the Supervisory Board (autonomy, independence, professionalism and continuity of action);
- reporting obligations on the part of the Supervisory Board.



### 2.3 The project to create and to update Esprinet's Organisational and Management Model

The Model, as prescribed by the Decree and recommended by the Confindustria Guidelines and by best practices, was prepared and subsequently updated several times according to the methodological stages described below.

#### ***Stage 1 - Organisational analysis and identification of sensitive processes***

Identifying the processes and activities within which the offences expressly laid down in Legislative Decree No. 231/2001 may be committed and to identify the "key officers", i.e. individuals with an in-depth knowledge of those processes/activities and the control mechanisms currently in place.

#### ***Stage 2 - As-Is Analysis***

Analysing and formalising, for each sensitive process/activity:

- main stages;
- functions and roles/responsibilities of the internal and external parties involved;
- existing control mechanisms;

in order to establish in which areas/sectors of activity and in which ways the types of offences set out in Legislative Decree No. 231/2001.

Mapping of sensitive processes/activities and the identification of the existing control system with reference to "control principles" (see paragraph 2.4).

#### ***Stage 3 - Gap Analysis***

Identifying any areas of weakness and the respective improvements necessary to ensure that the Organisational Model is capable of preventing the offences laid down in Legislative Decree No. 231/2001. To that end, a Gap Analysis was carried out between the current model ("As is") and the model to aim for ("To be") with particular reference, in terms of compatibility, to the system of delegations and powers, to the system of company procedures and to the characteristics of the body to which to assign the duty to supervise the functioning and observance of the Model.

#### ***Stage 4 - Drawing-up of the Organisational and Management Model***

Drafting and updating the Company's Organisational, Management and Control Model, on the basis of the results of the previous stages and following a comparison with the relevant best practices, and according to the strategic choices of the Company's decision-making bodies and the degree of strategic alignment with the existing internal control system. The Model is divided into the following parts:

- **General Part**, containing a description of the relevant legislative panorama, the activities carried out by the Company and a definition of the structure required to implement the Model such as the functioning of the Supervisory Board and the system of sanctions;
- **Special Part**, the content of which consists in identifying the Company's activities that may be at risk of the commission of the offences laid down in the Decree, with an indication of the respective control protocols.

As recommended by the Confindustria Guidelines, the Model therefore fulfils the following functions:

- to inform all those who work for and on behalf of Esprinet of the need for strict compliance with the Model, the breach of which entails severe disciplinary sanctions;
- to punish any behaviour which, inspired by a mistaken company interest, is contrary to laws, regulations or, more generally, principles of correctness and transparency;
- to provide information about the serious consequences that could arise for the Company (and therefore for all of its employees, managers and directors) from the imposition of the fines and prohibitions laid down in the Decree and from the possibility that these may also be imposed as a precautionary measure;



- to enable the Company to exercise constant control and careful supervision over sensitive processes so that it can intervene promptly if risks should emerge.

## 2.4 Definition of control principles

The system of controls, developed by the Company on the basis of the instructions supplied in the Confindustria Guidelines and according to national and international “best practices”, was created by applying the control principles defined below to individual sensitive activities:

- **Regulations:** existence of suitable Company instructions to provide principles of conduct, operating procedures for carrying out sensitive activities as well as procedures for filing important documentation;
- **Traceability:** i) each operation in relation to the sensitive activity must, where possible, be adequately documented; ii) the process of decision-making, authorisation and execution of the sensitive activity must be verifiable ex post, including through suitable documentation and, in each case, the situations and ways in which the records made may be deleted or destroyed must be documented in detail;
- **Segregation of tasks:** separation of tasks and responsibilities between the person authorising, carrying out and checking those activities. This segregation is guaranteed by the involvement, within the same macro-process, of several persons in order to guarantee independence and objectivity of processes. Segregation of duties is also achieved through the use of computer systems that only authorise certain operations for clearly identified and authorised persons;
- **Powers of attorney and delegations:** powers of authorisation and signature assigned must be: i) consistent with the organisational and managerial responsibilities assigned, specifying, where necessary, the thresholds for approval of expenditure; ii) clearly defined and well-known within the Company. It is necessary to define the roles to which the power is assigned to bind the Company to specific expenditure, specifying the limits and nature of that expenditure.
- **Monitoring activities:** aimed at the periodic/timely updating of delegations and of the control system consistently with the decision-making system as well as the entire organisational structure. Concerns the existence of process controls carried by the heads of the competent units or by an external body.

## 2.5 Persons to whom the Model applies

This model applies to all those appointed to manage, administer, direct or control the Company, including on a de facto basis, and to all employees, appropriately trained and informed about the content of the Model, according to procedures defined according to the degree of responsibility assigned to them.

As regards agents, consultants and suppliers in general, since these are external parties, they are not directly obliged to comply with the rules laid down in the Model nor can they, in the event of breach of those rules, be subject to a disciplinary sanction.

The Company therefore distributes the Ethical Code to the latter, according to specific company rules, and will stipulate, in the various contracts drawn up with them, specific termination clauses or penalties in the event of breach of the rules contained in that Code.

# 3 SUPERVISORY BOARD

## 3.1 Esprinet's Supervisory Board: requirements

Based on the stipulations of the Decree, the Company may be excluded from liability arising from the commission, in its interest and to its advantage, of offences on the part of senior managers or persons supervised and managed by the latter, if the management body has adopted and

effectively implemented an Organisational, Management and Control Model capable of preventing such offences and has entrusted the duty of supervising the functioning and observance of the Model and ensuring that it is updated to a body which has autonomous powers of initiative and control.

The assigning of the above tasks to an autonomous board, together with the correct and effective performance of those tasks, is therefore an essential condition for achieving an exclusion of the liability laid down in the Decree.

The main requirements of the Supervisory Board (such as those also laid down in the Confindustria Guidelines) can be summarised as follows:

- autonomy and independence: the board must be inserted as a staff unit in the highest possible hierarchical position and must report to the highest operational level of the Company;
- professionalism: the board must have a wealth of knowledge, tools and techniques necessary to carry out its activities effectively;
- continuity of action: the effective and constant implementation of the Organisational Model is facilitated by the presence, among the members of the board, of a function which, by virtue of the tasks performed, guarantees constant activity within the company.

The Guidelines stipulate that the Supervisory Board may have one or more members. What is important is that, as a whole, the same body is able to meet the requirements set out above. In accordance with the stipulations of the Decree and following the Confindustria Guidelines, Esprinet SpA has identified its own Supervisory Board so that it is able to ensure, in relation to its organisational structure and to the degree of risk of the commission of the offences laid down in the Decree, the effectiveness of the controls and activities for which the body is created.

### 3.2 General principles in terms of the establishment, appointment and replacement of the Supervisory Board

The Company's Supervisory Board is established by resolution of the Board of Directors which identifies its members. The latter remain in office for the period specified at the time of appointment, which is no more than three years (at the end of which they may be re-elected) or until they are dismissed in accordance with the specifications of this paragraph.

At the end of that period, the Supervisory Board remains in office until the next meeting of the Board of Directors at which the new appointments (or re-elections) are made.

If, during the term of office, one or more members of the Supervisory Board cease to be a member of the Board, the Board of Directors will replace the latter by passing a board resolution: in this case, the new member will step down at the same time as the other members previously appointed.

Any compensation for carrying out the role of member of the Supervisory Board is fixed by the same Board of Directors that made the appointment.

Appointment as a member of the Supervisory Board is conditional upon meeting subjective eligibility requirements.

In particular, the person appointed to hold the post of member of the Supervisory Board must issue a statement certifying the absence of:

- actual or potential conflicts of interests with the Company so as to undermine the independence required by the role and duties of the Supervisory Board;
- direct or indirect ownership of shareholdings to such an extent that he is able to exercise significant influence over the Company;

- directorships – in the three years preceding the appointment as a member of the Supervisory Board – in companies that have gone insolvent or other insolvency proceedings;
- conviction, including one not confirmed by a final judgment, or plea-bargained sentence, in Italy or abroad, for the offences laid down in the Decree or other offences harming professional morality;
- conviction, including one not confirmed by a final judgment, for an offence that involves the permanent or temporary exclusion from public offices or the temporary exclusion from management positions in legal entities and companies.

Where any of the grounds for ineligibility stated above should apply to a person already appointed, the latter will automatically step down from office. In that case, the Board of Directors will make the appropriate replacements at its own initiative.

In order to guarantee the necessary freedom and independence for members of the Supervisory Board, they may only be dismissed from office for just cause by means of a special resolution of the Board of Directors.

To that end, "just cause" for revoking the duties and powers granted to the member of the Supervisory Board may, for example, be understood to mean:

- serious negligence in carrying out the tasks associated with the post;
- "*absence of supervision or insufficient supervision*" – as provided for in Article 6, paragraph 1, letter d) of the Decree – which may also result from a conviction, including one not confirmed by a final judgment, imposed on the Company pursuant to Legislative Decree No. 231/2001 or from a plea-bargained sentence;
- the termination of another office in the case where this is an express requirement for appointment as a member of the Supervisory Board.

In view of the particular nature of the powers of the Supervisory Board and of the associated professional content, the Board may, in carrying out its supervisory and control duties, be supported by dedicated staff. In addition, it may obtain help from the units present within the Company which may, from time to time, be necessary and may also use external consultants where this is necessary to carry out its duties as effectively and independently as possible.

### 3.3 Economic resources assigned to the Supervisory Board

In order to operate autonomously and with more appropriate tools to ensure that it carries out effectively the tasks assigned by this Model, as provided for in the Decree, the Supervisory Board asks the Board of Directors for a budget and the latter provides those funds following prior discussion.

### 3.4 Duties and powers of the Supervisory Board

The Supervisory Board has its own rules regulating the performance of its activities.

The Supervisory Board is given the task of monitoring:

- compliance with the stipulations of the Model, in relation to the various kinds of offence covered by the Decree and by subsequent laws that have extended the scope of application of that decree;
- the effectiveness of the Model with respect to the company structure and to its actual ability to prevent offences from being committed;
- the advisability of updating the Model, where there is a need to adapt the latter to changes in the Company's circumstances and/or legislative changes.

In particular, in order to carry out its duties, the following powers are assigned to the Supervisory Board:

- to check the efficiency and effectiveness of the Model including in terms of conformity between the actual operational arrangements adopted and the procedures formally specified by the Model;
- to check that the requirements of effectiveness and efficiency of the Model continue to be fulfilled over the course of time;
- to encourage the updating of the Model, by putting forward proposals to the Chairman of the Board of Directors or to the Chief Executive Officer, where necessary, with respect to possible updates and alterations to be made in the form of amendments and/or additions which become necessary as a result of: i) significant breaches of the provisions of the Model; ii) significant changes in the internal structure of the Company and/or in the ways in which the Company's activities are carried out; iii) legislative changes;
- to report promptly to the Chairman of the Board of Directors any established breaches of the Model which may cause liability to arise for the Company, so that appropriate action can be taken;
- to promote initiatives for the distribution of the Model and for staff training and raising staff awareness about compliance with the principles contained in the Model;
- to promote and devise communication and training initiatives with respect to the content of Legislative Decree No. 231/2001, to the effect of the legislation on the Company's activities and to behavioural standards;
- to provide clarifications about the meaning and application of the provisions contained in the Model;
- to promote the implementation of an effective channel of internal communication for the transmission of significant information within the meaning of Legislative Decree No. 231/2001, while guaranteeing the protection and confidentiality of the informant;
- to put forward and submit for the approval of the Board of Directors an estimate of the expenditure necessary to carry out correctly the tasks assigned;
- to gain unrestricted access, in compliance with current laws, to any Company Division in order to request information, documentation and data deemed necessary to carry the duties provided for in Legislative Decree No. 231/2001;
- to request significant information from partners, advisors and external partners, regardless of what they are called;
- to encourage the imposition of any disciplinary measures resulting from established breaches of this Model.

The results of the activities carried out by the Supervisory Board are reported to the Company's senior management.

In particular, two reporting channels are assigned to the Supervisory Board:

- the first, continuously, to the Chairman and to the Chief Executive Officer;
- the second, at least every six months in written form, to the Board of Directors and to the Board of Statutory Auditors.

The reporting will concern:

- the activities carried out by the Supervisory Board;
- any critical aspects emerging both in terms of company conducts or internal events and in terms of the effectiveness of the Model.

Minutes are taken of the meetings of the Supervisory Board and a copy of the minutes is kept by the Supervisory Board.

Responsibility for minute-taking may be entrusted to an external party chosen by the Supervisory Board, which is bound by a duty of confidentiality with respect to the proceedings minuted.

When carrying out its tasks, the Supervisory Board of Esprinet S.p.A. ensures appropriate coordination with the Supervisory Boards of the Group's other companies, through periodic meetings and by sharing documents relating to the supervisory activities performed.

The Board of Directors, the Board of Statutory Auditors, the Chairman and the Chief Executive Officer have the right to convene the Supervisory Board at any time.

### 3.5 Reporting duties to the Supervisory Board - Information flows

#### 3.5.1 Reporting duties in relation to official deeds

In order to facilitate the monitoring of the effectiveness of the Model, information on the following matters must be forwarded to the Supervisory Board:

- measures and/or information coming from the judiciary, from judicial police bodies or from any other authority, which reveal that investigations are being conducted in relation to the offences laid down in the Decree, including those commenced against unknown persons;
- reports prepared by the heads of the company departments involved in the sensitive activities indicated in the Model (including the independent auditors) in relation to their control activities, which may reveal facts, actions, events or omissions which are critical in terms of observance of the provisions of the Decree;
- information on the actual implementation of the Organisational Model at all company levels, highlighting any disciplinary proceedings brought and any sanctions imposed (including measures towards employees) or measures for filing such procedures together with the respective reasons.

#### 3.5.2 Reporting of offences or irregularities in the context of the employment relationship (whistleblowing)

Law 179/2017 introduced the obligation for all companies adopting an Organisational Model pursuant to Legislative Decree No. 231/01 to implement a system that allows its employees to report any illegal activities of which they have become aware by reason of their work (whistleblowing), inserting into Article 6 of Legislative Decree No. 231/2001, paragraph 2-*bis* which required the Organisational Model to provide for:

- a) one or more channels that allow the persons indicated in Article 5, paragraph 1, letters a) and b) to submit, in order to protect the integrity of the entity, detailed reports of unlawful conduct, significant pursuant to this decree and based on precise and consistent facts, or violations of the organisational and management model of the entity, of which they have become aware by reason of their work; such channels ensure the confidentiality of the identity of the informant during the management of such reporting;*
- b) at least one alternative reporting channel capable of guaranteeing the confidentiality of the informant's identity by computerised means;*
- c) a prohibition on retaliation or direct or indirect discrimination against the informant for reasons related, directly or indirectly, to such reporting;*
- d) in the disciplinary system adopted pursuant to paragraph 2, letter e), sanctions against any person who violates the measures to protect the informant, and any person who fraudulently or as a result of gross negligence submits reports that turn out to be unfounded.*

The term "unlawful" means the commission - or possible commission - of an offence which incurs the liability of entities pursuant to Legislative Decree No. 231/01. Such offences are listed in Legislative Decree No. 231/01.

The term "irregularity" refers to any violation of the rules laid down in the Code of Ethics and/or in Esprinet S.p.A.'s Organisational, Management and Control Model.

Serious violations of the procedures and regulations adopted by Esprinet are also considered "irregularities".

This rule aims to encourage workers to cooperate in the detection of possible fraud, danger or other serious risks that may be detrimental to customers, colleagues or the Company's reputation and integrity, by introducing specific protections in favour of whistle-blowers. To this end, the rule is twofold: on the one hand, by requiring entities and businesses to create an organisational procedure that allows anyone who believes they should flag or report an offence to act without jeopardising their personal position as a result of the complaint; on the other hand, by providing a system of substantial and procedural safeguards aimed at preventing any form of retaliation by the employer as a result of such reports or complaints.

Reports must be based on precise and consistent facts and the Company will not be bound to take into account reports, anonymous or otherwise, that at first sight appear irrelevant, unfounded or lacking in details. In full compliance with the above legislation, the Company has adopted a specific procedure ("Policy for the prevention of fraud and breaches of the Code of Ethics and for the handling of whistleblowing reports" – DISO1001) that identifies the methods to be used to submit reports about possible offences, for the management of such communications and indicates the person appointed to receive them. In particular, the procedure identifies the Chairman of the Supervisory Board as the person appointed to receive and handle reports.

Reports may be submitted in writing, possibly also anonymously as an alternative, through the appropriate confidential information channels, in the following manner:

- by letter to the Chairman of the SUPERVISORY BOARD - Esprinet S.p.A., c/o Energy Park 20871 Vimercate (MB)

- via the whistleblowing platform accessible from any browser (including mobile devices) at the following address <https://esprinet.eticainsieme.it>. This latter method provides the maximum safeguards to protect the informant's confidentiality.

Reports concerning any verified or presumed breach of the Model, received by the Chairman of the Supervisory Board through the whistleblowing platform, must be reported to the other members of the Supervisory Board and collected and handled by the Supervisory Board.

Any retaliatory or discriminatory conduct against the informant or in any way intended to violate the measures to protect the informant (duty of confidentiality in respect of the informant's identity) put in place by the governing bodies or by persons acting on behalf of the Company, and the conduct of persons who, fraudulently or as a result of gross negligence, make complaints that turn out to be groundless, will be sanctioned in the manner laid down in chapter 5.

### 3.5.3 Reporting duties on the part of Company representatives or third parties

Within the Company, the Supervisory Board is also made aware of any information relating to the implementation of the Model, including information from third parties.

Such information generally consists of disclosures relating to the likely commission of the crimes laid down in the Decree in relation to the Company's activities or to conducts which are not in line with the rules of conduct adopted by the Company.

The reporting flow, not governed by the whistleblowing regulations referred to in the preceding point, and indicated in paragraph 3.5.1 or in the Special Section, must be channelled to the Supervisory Board.

Such reports may be sent through the following communication channels:

1. email: [ODV@esprinet.com](mailto:ODV@esprinet.com);

2. traditional mail: SUPERVISORY BOARD - Esprinet S.p.A. c/o Energy Park 20871 Vimercate (MB);

The Supervisory Board acts to ensure the confidentiality of the informant's identity, without prejudice to the obligations laid down by law and the protection of the rights of the Company or of persons accused mistakenly and/or in bad faith.



Any act or omission aimed at avoiding having to report to the Supervisory Board constitutes a disciplinary offence.

## 4 THE DISCIPLINARY SYSTEM

### 4.1 General principles

An essential factor in the effective implementation of the Model is the preparation of a suitable disciplinary system and sanctions to punish any infringement of the rules of conduct established in the Model to prevent the offences laid down in the Decree and, in general, of the internal procedures established by the Model (see Article 6, paragraph 2(e) and Article 7, paragraph 4(b)). Disciplinary sanctions are applied regardless of whether an offence is actually committed and, therefore, regardless of the commencement and outcome of any criminal proceedings.

The rules of conduct imposed by the Model are assumed by the Company entirely autonomously in order to guarantee maximum compliance with the aforementioned Decree which is binding on the Company.

Moreover, the principles of timely and immediate response mean that it is inappropriate to delay the imposition of the disciplinary sanction pending the outcome of any proceedings brought before the courts (cf. Confindustria Guidelines, chapter III, point 4, page 50).

All employees, directors and colleagues of Esprinet S.p.A. are subject to the disciplinary system and sanctions specified in this Model as are all those persons who have contractual relations with the Company (agents, consultants and suppliers in general), within the framework of these relations.

The disciplinary system outlined below also applies to persons who:

- violate the protective measures provided for workers who have submitted reports, such as, by way of example, the prohibition on retaliation and measures to protect the identity of the informant;
- fraudulently or as a result of gross negligence submit false reports;
- in any case, breach the rules and provisions of the whistleblowing procedure.

The procedure for imposing the sanctions set out in this chapter takes account of the particular characteristics arising from the legal status of the subject against whom the action is taken. In any event, the retaliatory or discriminatory dismissal of the person reporting the offences referred to in paragraphs 3.5.2 and 3.5.3 shall be null and void. Any change of duties pursuant to Article 2103 of the Italian Civil Code or any retaliatory or discriminatory measure adopted against the informant shall also be null and void.

Finally, in the event of disputes arising from the imposition of disciplinary sanctions or demotion, dismissal, transfer or subjection of the informant to another organisational measure having direct or indirect negative effects on his/her working conditions, the Employer is required to demonstrate that such measures are not in any way a consequence of the whistleblowing.

The Supervisory Board checks that adequate information is given to all of the parties specified above, as from the start of their relationship with the Company, about the existence and content of this system of sanctions.

### 4.2 Measures against employees

Conducts adopted by employees in violation of the individual rules of conduct laid down in this Model are defined as disciplinary offences.

Obstructing the work of the Supervisory Board is classed as a disciplinary offence.



In the event of doubt as to the legitimacy of the request for information or documents made by the Supervisory Board, the employee has the right to consult with his line manager. If the refusal persists, the Supervisory Board may consult with the Chairman of the Board of Directors, who, in observance of current laws, will call a meeting with the worker so that he can hand over the information and documents required by the Supervisory Board.

As regards the sanctions that may be imposed on clerical workers and professional employees, these are taken from the sanctions set out in the Company's disciplinary system and/or in the system of sanctions provided by the National Collective Bargaining Agreement for employees of commercial and services companies, in observance of the procedures laid down in Article 7 of the Workers' Statute and any special laws applicable.

Esprinet S.p.A.'s disciplinary system is therefore made up of the rules of the Italian Civil Code and of the rules laid down in the aforementioned NCBA. In particular, the disciplinary system describes the conducts sanctioned according to the importance of the individual offences considered and the sanctions actually imposed based on the severity of the offences committed.

In relation to the foregoing, the Model refers to the sanctions and categories of sanctionable acts laid down in the existing system of sanctions under the aforementioned NCBA, in order to bring any breaches of the Model into the categories provided by the aforementioned provisions.

The conducts that constitute a breach of the Model, together with the corresponding sanctions, are as follows:

1. a **"verbal warning"** is issued to any worker who breaches one of the internal procedures/guidelines laid down in the Model (for example, fails to observe the prescribed rules, neglects, without just reason, to send the requested information to the Supervisory Board, fails to carry out checks, etc.) or, when carrying out activities in sensitive areas, acts in a manner contrary to the stipulations of the Model. These conducts constitute a failure to observe the instructions given by the Company;
2. a **"written warning"** is issued to any worker who commits a repeated breach of the procedures/guidelines laid down in the Model or, when carrying out activities in sensitive areas, repeatedly acts in a manner contrary to the stipulations of the Model. These conducts constitute a repeated failure to observe the instructions given by the Company;
3. a **"fine"** (of no more than 4 hours' normal pay) is imposed on any worker who, negligently carrying out the work assigned to him, breaches the internal procedures/guidelines laid down in the Model or, when carrying out activities in sensitive areas, acts in a manner contrary to the stipulations of the Model;
4. the sanction of **"suspension"** from work and from pay for a period of no more than 10 days is imposed on any worker who has breached the internal procedures/guidelines laid down in the Model or, when carrying out activities in sensitive areas, has acted in a manner contrary to the stipulations of the Model more than three times in the calendar year where such breaches are sanctioned by the imposition of a fine. These conducts, constituting a failure to observe the instructions given by the Company, represents acts contrary to the interests of the Company;
5. the sanction of **"dismissal without notice"** is imposed on any worker who, when carrying out activities in sensitive areas, acts in a manner contrary to the stipulations of the Model to such extent that the measures laid down in Legislative Decree No. 231/2001 are applied to the Company, as well as any worker who commits the breaches described in point 4 more than three times in the calendar year. That conduct causes the Company to lose all confidence in the worker and causes serious moral and/or material harm to the Company.

The type and extent of each of the sanctions illustrated above will be determined taking into account:

- the intentionality of the behaviour or the degree of negligence, carelessness or inexperience including with regard to the foreseeability of the event;

- the overall behaviour of the worker, taking into account the existence or otherwise of disciplinary procedures against him, within the limits permitted by law;
- the worker's tasks;
- the functional position of the individuals involved in the acts constituting the breach;
- other particular circumstances that accompany the disciplinary offence.

None of this affects the Company's right to claim compensation for the damage arising from the breach of the Model by an employee. Any compensation sought will be proportional to the:

- level of responsibility and autonomy and of the employee who committed the disciplinary offence;
- possible existence of previous disciplinary measures in relation to that person;
- degree of intentionality of his behaviour;
- severity of the effects of that behaviour, by which is meant the level of risk to which the Company reasonably believes it was exposed - pursuant to Legislative Decree No. 231/2001 - as a result of the censured conduct.

The body responsible for the actual implementation of the disciplinary measures described above for non-management employees is the Personnel Department, which will apply the sanctions on the instructions of the Supervisory Board, having also consulted with the line manager of the person who committed the censured conduct.

In each case, the Supervisory Board receives timely notification of any action concerning disciplinary proceedings against a worker for breach of this Model, from the time of the disciplinary dispute.

The aim of this is partly to ensure the necessary involvement of the Supervisory Board in the procedure for imposing sanctions owing to breach of the Model, in the sense that a disciplinary sanction for a breach of the Model cannot be imposed without previously informing the Supervisory Board of the content of the charge made and of the type of sanction intended to be imposed.

The Supervisory Board is also notified of any archiving measures in relation to the disciplinary proceedings described in this chapter.

Workers must be given immediate and detailed information about the introduction of any new provision.

#### **4.3 Measures against managers**

Where managers are responsible for breaching the rules laid down in this Model or, when carrying out activities in areas of risk, for acting in a manner contrary to the stipulations of the Model, the procedure to be followed will be to apply against those responsible the measure deemed most appropriate in accordance with the Civil Code, with the Workers' Statute and with the Collective Bargaining Agreement for managers of commercial and services companies, following the procedure illustrated for other categories of employees which is set out in point 4.2 above.

As a specific sanction, the manager may also have any powers of attorney granted to him suspended.

The body responsible for the actual imposition of the disciplinary measures described above for managers is the Board of Directors. Individual documents of the disciplinary procedure since the dispute may be signed by the Chairman who must report to the Board of Directors. The latter remains exclusively competent to adopt the measure concluding the disciplinary procedure.

The Supervisory Board is required to be involved in the procedure for imposing sanctions on managers owing to breach of the Model, in the sense that a sanction for a breach of the Model cannot be imposed on a manager without previously informing the Supervisory Board.

The Supervisory Board must likewise be notified of any archiving measure in relation to the disciplinary proceedings described in this chapter.

#### 4.4 Measures against Directors

In the event of breaches on the part of Directors, the Supervisory Board will immediately inform the Board of Directors and the Board of Statutory Auditors, which will take the actions laid down by current legislation which they deem appropriate.

#### 4.5 Measures against external contractors and Partners

Specific contractual clauses inserted into letters of engagement or into partnership agreements provide for termination of the contractual relationship or the right of withdrawal if external contractors (project workers, agents, consultants, including those belonging to Group companies and also member of supervisory bodies such as statutory auditors and members of the Supervisory Board) or other natural or legal persons in any way connected with the Company by a contractual relationship, act in a manner contrary to the guidelines indicated in this Model and the Ethical Code, in such a way as to bring about the risk of commission of an offence envisaged in the Decree.

Such cases do not affect the right to claim compensation if harm is caused to the Company from such conducts such as, for example, where the sanctions laid down in the Decree are imposed on the Company, including on a precautionary basis.

The Supervisory Board checks that the clauses described in this point are included in the contracts entered into by the Company.

### 5 INFORMATION AND TRAINING

In order to guarantee that the Model and the Ethical Code are implemented effectively, the Company ensures that the content and principles of the Model are correctly disseminated both within and outside of its organisational structure.

In particular, the Company's aim is to extend the dissemination of the content and principles of the Model not only to its own employees but also to parties which, although they are not formally classified as employees, work permanently or occasionally towards the achievement of the Company's goals by virtue of contractual relations.

Communication and training activities differ according to the target audience but must, in each case, be based on principles of completeness, clarity, accessibility and continuity in order to enable the various recipients to fully understand those company provisions which they are required to observe and the ethical standards on which they must base their behaviour.

In particular, e-learning activities are provided alongside classroom learning for professional profiles that are more heavily exposed to the areas of risk identified. Appropriate intermediate and final tests are also applied to check understanding of course content.

Participation in training is mandatory and is specifically monitored to ascertain that recipients are benefitting from it.

#### 5.1 Employees

All employees are required to:

- familiarise themselves with the principles and content of the Model, including by means of participating in training activities;
- understand the operating procedures to be followed in carrying out their activities;
- contribute actively, according to their role and responsibilities, to the effective implementation of the Model, reporting any shortcomings observed in the latter.

In order to ensure that its communication activities are both effective and rational, the Company encourages employees to familiarise themselves with the content and principles of the Model to the extent determined by the position and role that they hold.

Proper training is ensured for resources already present in the company at the time of adoption of the Model as well as those recruited later. Training is therefore carried out:

- at the time of first adoption of the Model (collective formation);
- At the time of entry into service (including individual training);
- upon changes in duties that involve a change in the relevant performance for the purposes of the Model (including individual training in the form of specific and personal instructions);
- to coincide with the introduction of substantial changes to the Model or, even prior to the emergence of new events that are particularly significant in relation to the Model (collective training).

Employees can access and consult documentation comprising the Model directly on the Company's intranet in a dedicated area.

New employees are invited, at the time of recruitment, to consult the documentation constituting the Model and are asked to sign a declaration confirming that they are familiar with and agree to comply with the principles of the Model described therein.

In order to promote an understanding of the provisions laid down in Legislative Decree No. 231/2001 and of the rules adopted through the Model, the Company provides a training course for its managers, employees and partners engaged in the areas where there is a risk of the commission of the offences laid down in the Decree.

The Company also promotes specific training activities for members of the corporate offices, management staff or those with representative duties.

## **5.2 Other recipients**

The content and principles of the Model must also be communicated to third parties that have contractual relations with the Company or which represent the Company but without employee status (for example: commercial partners, consultants and other external partners, howsoever named).

To that end, the Company provides third parties with a copy of the Ethical Code and will ask them to formally certify that they have read the document.

## Annex 7

### Regulation of the Control and Risks Committee

#### Article 1

This Regulation ("**Regulation**") governs the operations of the Control and Risks Committee ("**Committee**") established by a resolution of the Board of Directors ("**Board**") of ESPRINET S.P.A. ("**Company**") on 7 May 2018.

#### Article 2 – Composition

- 2.1 The Committee is appointed by the Board and is composed of at least three non-executive directors. All members of the Committee are independent in the Company's opinion, based on the situations, albeit not absolute, of non-independence set out in Art. 3 of the Code of Corporate Governance for Listed Companies. At least one member of the Committee shall have adequate experience in accounting and financial matters or in risk management, to be evaluated by the Board upon appointment.
- 2.2 The Committee shall remain in office for as long as its members serve as Company directors.
- 2.3 If one or more Committee members should step down from office for any reason, the Board shall replace them by adopting an appropriate resolution.
- 2.4 The Board shall appoint the Chairman, who shall be responsible for coordinating and planning the Committee's activities and for chairing the respective meetings.
- 2.5 The Board shall appoint a secretary, who need not be one of the Committee members, and who shall be given the task of preparing the minutes of meetings.

#### Article 3 – Duties

The Committee shall be responsible for assisting the Board, through its powers to investigate, make proposals and advise, in order to ensure that the main risks faced by the Company and its subsidiaries are correctly identified and appropriately measured, managed and monitored. It shall also determine the extent to which such risks are compatible with the management of the Company consistent with the strategic objectives identified.

In this respect, the Committee is ascribed the following tasks:

- a) to assist the Board in carrying out its tasks in relation to internal control and risk management attributed to it by the Corporate Governance Code for Listed Companies relating to:
  - i. establishing the guidelines for the Internal Control and Risk Management System;
  - ii. checking periodically that this is effective and appropriate to the company's characteristics and risk profile assumed;
  - iii. ascertaining that the main risks faced by the Company are adequately identified and managed;
  - iv. approving, at least once a year, the work plan prepared by the Head of the Internal Audit unit, having consulted with the Board of Statutory Auditors and the director in charge of the internal control and risk management system;
  - v. evaluating, after consultation with the Board of Statutory Auditors, the results described by the independent auditor in any letter of suggestions and in the report on the fundamental issues emerging during auditing;

- vi. describing, in the corporate governance report, the main characteristics of the internal control and risk management system and expressing its opinion on the overall adequacy of the latter;
- b) to express opinions on specific aspects relating to the identification of the main risks faced by the Company;
- c) to examine the periodic reports on the assessment of the internal control and risk management system and those of particular importance which are prepared by the Internal Audit unit;
- d) to monitor the independence, adequacy, effectiveness and efficiency of the Internal Audit unit;
- e) to ask the Internal Audit unit to carry out checks in specific operational areas and to report at the same time to the Chairman of the Board of Statutory Auditors;
- f) to perform any additional duties that are assigned to it by the Board;
- g) to report to the Board, at least upon the approval of the financial statement and at the end of each half year, on the activities conducted and the suitability of the internal control and risk management system;
- h) to express its opinion on the proposals for the appointment and dismissal of the Head of the Internal Audit Unit drawn up by the Director in charge of the internal control and risk management system – ensuring that it has sufficient resources to carry out its duties – and on the remuneration proposals, in accordance with company policies;
- i) to assess the comments that emerge from the Supervisory Board's reports pursuant to Law no. 231/2001 and from the surveys and examinations carried out by third parties;
- j) to express opinions to the Board of Directors on the rules of transparency and substantial and procedural correctness of related party transactions and those in which a director holds a personal or third party interest, and to carry out the duties ascribed to the committee under the CONSOB regulation concerning related party transactions adopted under resolution no. 17221 of 12 March 2010 as subsequently amended by resolution no. 17389 of 23 June 2010.

#### **Article 4 – Calling, running and minuting of meetings**

- 4.1** The Committee shall meet as often as necessary to ensure its own tasks are carried out correctly and shall be convened at the company's registered office (or at another place specified by the Chairman) at the initiative of the Chairman or following a written request from any of its members. The Committee may have access to the information and company departments necessary to carry out its tasks and may make use of external consultants at the company's expense, within the limits of the budget approved by the Board.
- 4.2** The notice of meeting, stating the date, time and place for the meeting and the topics to be discussed, shall normally be sent by the secretary, at the request of the Chairman, at least five days prior to the date set for the meeting; in urgent cases this period may be reduced to 24 hours.
- 4.3** Committee meetings may also be held over the telephone, provided that all participants can be identified and that such identification is included in the respective minutes, and participants are able to follow the discussions and speak in real time on the topics being addressed, and may exchange documentation if required.
- 4.4** Committee meetings shall be chaired by the Chairman, or if he is absent or unavailable, by the eldest Committee member.
- 4.5** The Chairman of the Board of Statutory Auditors (or another Auditor he may designate) or other auditors may participate in Committee meetings. The Chairman may occasionally

invite other members of the Board to Committee meetings, or invite persons whose presence may be useful for the correct performance of the Committee's duties.

**4.6** For Committee meetings to be validly held, a majority of active members must be present. The Committee takes decisions by an absolute majority of those present.

**4.7** Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings. Minutes are signed by the Chair of the meeting and by the secretary.

#### **Article 5 – Expenses**

**5.1** The Committee shall have an annual expenditure budget allocated by the Board for the performance of its tasks.

**5.2** Committee members shall be reimbursed for expenses incurred when taking part in meetings.

#### **Article 6 – Amendments to the Regulation**

The Committee shall periodically verify the suitability of this Regulation and shall submit any amendments or additions to the Board of Directors.



## Annex 8

### Regulation of the Nomination and Remuneration Committee

#### Article 1

This Regulation ("**Regulation**") governs the operations of the Nomination and Remuneration Committee ("**Committee**") established by a resolution of the Board of Directors ("**Board**") of ESPRINET S.P.A. ("**Company**" or "**Parent Company**") on 7 May 2018.

#### Article 2 – Composition

- 2.1 The Committee is appointed by the Board and is composed of at least three non-executive directors. All members of the Committee are independent in the Company's opinion, based on the situations, albeit not absolute, of non-independence set out in Art. 3 of the Code of Corporate Governance for Listed Companies. At least one member of the Committee shall have adequate knowledge and experience in financial matters or remuneration policies, to be evaluated by the Board upon appointment.
- 2.2 The Committee shall remain in office for as long as its members serve as Company directors.
- 2.3 If one or more Committee members should step down from office for any reason, the Board shall replace them by adopting an appropriate resolution.
- 2.4 The Board shall appoint the Chairman of the Committee, who shall be responsible for coordinating and planning the Committee's activities and for chairing the respective meetings.
- 2.5 The Board shall appoint a secretary, who need not be one of the Committee members, and who shall be given the task of preparing the minutes of meetings.

#### Article 3 – Duties

- 3.1 The Committee has the following duties:
  - i. propose candidates to the Board for the office of director, as provided for in Art. 2386, first paragraph, of the Civil Code, if it is necessary to substitute an independent director;
  - ii. draw up opinions about the Board's size and composition and express recommendations about:
    - a) the professionals deemed appropriate to sit on the Board;
    - b) the maximum number of director or auditor posts which might be considered compatible with their responsibility to carry out effectively the duties of director of the Company, taking into account the involvement of directors in the internal board committees;
    - c) individual problems that might arise if the shareholders' meeting, to meet organisational requirements, authorises, in advance, general exemptions from the prohibition on competition provided for in Art. 2390 of the Civil Code;
  - iii. periodically assess the suitability, overall consistency and concrete application of the **remuneration policy** for chief executive officers and managers with strategic responsibilities by using, in that connection, the information supplied by the chief executive officers and by making proposals on the matter to the Board of Directors;
  - iv. present proposals to the Board regarding the remuneration of the chief executive officers, general manager and deputy general managers, where present in the company's organisation chart, and of the directors appointed to certain positions as well as the setting of performance targets associated with the variable component of

- that remuneration, monitoring the application of the decisions taken by the Board and checking, in particular, that the performance targets are actually achieved and their assessment criteria. It is understood that no director will take part in the Committee meetings in which proposals are made to the Board about their remuneration;
- v. instruct the preparation of a plan for the succession of executive directors, if the Board decides to adopt such;
  - vi. with reference to companies that belong to the Group:
    - a) express an opinion to the Board of the Parent Company about the candidates for the post of director, including the chief executive officer or the general manager in cases where the presence of one or more chief executive officers is not provided for;
    - b) express an opinion to the Board of the Parent Company on the proposals for determining the total remuneration owed to the board members of the subsidiaries.
- 3.2** With reference to remuneration plans based on financial instruments or otherwise (e.g. stock option plans, share grants, phantom stock options, etc.), the Committee presents to the Board its recommendations about the use of such plans and about all relevant technical aspects associated with their formulation and application. In particular the Committee draws up proposals for the Board about the incentive scheme deemed most appropriate and monitors the evolution and application over time of the plans approved by the company bodies.

#### **Article 4 – Calling, running and minuting of meetings**

- 4.1** The Committee meets as often as necessary to ensure its own tasks are carried out correctly and shall be convened at the company's registered office (or at another place specified by the Chairman) at the initiative of the Chairman or following a written request from any of its members, and in any case, always prior to the meeting of the Board called to decide upon the remuneration of directors with specific roles and/or the senior managers of the company. The Committee may have access to the information and company departments necessary to carry out its tasks and may make use of external consultants at the company's expense, within the limits of the budget approved by the Board.
- 4.2** The notice of meeting, stating the date, time and place for the meeting and the topics to be discussed, shall normally be sent by the secretary, at the request of the Chairman, at least five days prior to the date set for the meeting; in urgent cases this period may be reduced to 24 hours.
- 4.3** Committee meetings may also be held over the telephone, provided that all participants can be identified and that such identification is included in the respective minutes, and participants are able to follow the discussions and speak in real time on the topics being addressed, and may exchange documentation if required.
- 4.4** Committee meetings shall be chaired by the Chairman, or if he is absent or unavailable, by the eldest Committee member. The Chairman may occasionally invite other members of the Board to Committee meetings, or invite persons whose presence may be useful for the correct performance of the Committee's duties.
- 4.5** For Committee meetings to be validly held, a majority of active members must be present.
- 4.6** The Committee takes decisions by an absolute majority of those present.
- 4.7** Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings. Minutes are signed by the Chair of the meeting and by the secretary.

#### **Article 5 – Reporting**

The Committee shall report to the Board on all activities that it conducts.

#### **Article 6 – Expenses**

- 6.1** The Committee shall have an annual expenditure budget allocated by the Board for the performance of its tasks.
- 6.2** Committee members shall be reimbursed for expenses incurred when taking part in meetings.

#### **Article 7 – Amendments to the Regulation**

The Committee shall periodically verify the suitability of this Regulation and shall submit any amendments or additions to the Board.

## Annex 9

### System of management delegations of Esprinet S.p.A.

#### CHAIRMAN MAURIZIO ROTA

##### SOLE SIGNING AUTHORITY

Maurizio Rota in his role as Chairman with sole signing authority

- ***RELATIONS WITH STATE AND QUASI-STATE BODIES AND RELATIONS WITH INSTITUTIONS***

To represent the Company in all dealings with the various ministries, state or quasi-state bodies in general, local authorities, chambers of commerce, social security and pensions agencies, anti-trust authorities, privacy authorities, CONSOB, Borsa Italiana S.p.A., the Bank of Italy and other similar authorities both in Italy and abroad.

To receive, create and release cautionary deposits in dealings with government ministries, public debt offices, the Bank for Deposits and Loans, tax authorities, customs authorities, municipal authorities, regional authorities and any other public entity both in Italy and abroad.

- ***TAXES AND DUTIES***

To represent the Company in relations with any government and local tax office, both in Italy and abroad, with the option of delegating such authority to licensed professionals.

To sign and file, also via computerised systems, returns for direct and indirect taxes, Intrastat forms and tax and statistical forms and questionnaires; to accept and reject official tax assessments; to reach agreements and settlements; to insist on recognition of roles; to present appeals, complaints and documents; to appoint defence counsel for the presentation of appeals and memoranda to any tax office or commission; to accept tax refunds, including interest; to issue receipts; to make payment without any limit on the amounts and to carry out any operations necessary to pay any direct or indirect tax, levy or duty.

- ***DISPUTES, ARBITRATION AND LEGAL PROCEEDINGS INITIATED BY THE COMPANY***

To sue third parties, including state and/or quasi-state institutions both in Italy and abroad, and consequently to represent the Company in proceedings started by the Company before any judicial authority both in Italy and abroad including the Supreme Court, the Constitutional Court, the Court of Accounts and the Council of State at all levels of judgement and in all countries.

To nominate and revoke lawyers and solicitors, for the cases referred to above, granting them all suitable powers and establishing their fees.

To settle or conciliate all lawsuits or disputes initiated both in and out of court, take part in arbitration proceedings, including the possibility to request judicial arbitration, and to appoint and revoke arbitrators and establish their powers.

To accept, defer, refer and take oaths including decision-making oaths.

To apply for precautionary or judiciary seizures and confiscation, concerning debtors or third-parties, provide statements concerning third parties in cases of seizure or confiscation, in compliance with the provisions of current laws, and ensure rulings are enforced.

To represent the Company in bankruptcy proceedings, enforced administrative liquidation, pre-bankruptcy settlements and the supervised administration of third-party debtors, exacting payments on account or in full settlement and issuing receipts, and to advance claims and impugnments and vote in these procedures.

- ***DISPUTES, ARBITRATION AND LEGAL PROCEEDINGS AGAINST THE COMPANY***

To represent the Company in proceedings against the Company before any judicial

authority both in Italy and abroad including the Supreme Court, the Constitutional Court, the Court of Accounts and the Council of State at all levels of judgement and in all countries.

To nominate and revoke lawyers and solicitors, for the cases referred to above, granting them all suitable powers and establishing their fees.

To settle or conciliate all lawsuits or disputes initiated both in and out of court, take part in arbitration proceedings, including the possibility to request referral to a justice of the peace, and to appoint and revoke arbitrators and establish their powers.

To accept, defer, refer and take oaths including decision-making oaths.

- ***BANK, POST OFFICE AND SURETY TRANSACTIONS***

To pay any sum owed by the Company up to a limit of €20,000,000.00 (twenty million euro) for each individual operation, issuing cheques, making bank transfers including via computerised systems, collecting bills of exchange or direct debits and in general operating on the Company's current accounts or depending on the Company's cash resources or credit facilities with banks and in conformity with the contractual provisions regulating relationships with banks.

To issue promissory notes, accept drafts and in general carry out any promissory transactions up to a limit of €20,000,000.00 (twenty million euro) for each individual transaction.

To carry out money transfers up to a limit of €20,000,000.00 (twenty million euro) between Company current accounts, depending on the Company's cash resources or credit facilities with banks and in conformity with the contractual provisions regulating relationships with banks.

To carry out operations on the Company's post office accounts, issue cheques and also transfer cheques to third parties up to a limit of €20,000,000.00 (twenty million euro) for each individual transaction.

To ask banks and/or insurance companies to issue guarantees up to the amount of €20,000,000.00 (twenty million euro) for each transaction.

To open and close current accounts, to open credit facilities for importing goods against cash payments or against acceptance agreements, foreign currency deposits, foreign exchange operations, rentals, the use or disposal of safe deposit boxes, strong boxes and compartments of safes, and the creation or closure of deposits.

To enter into agreements with banks for every form of banking operation, including the granting of credit facilities to the Company in various forms such as, for example, simple current account overdrafts, trade and financial discount credit lines, and the acceptance of drafts or advances in foreign currencies for all types of imports, with the specific exclusion of medium-term borrowing transactions including taking out loans.

To enter into agreements with banks for carrying out operations aimed at neutralising foreign exchange risks on cash operations.

- ***POST AND CERTIFIED EMAIL***

To receive from post offices and transport companies all types of recorded delivery letters, parcels and objects, issuing the relevant receipts and releases.

To send and collect letters, packages and parcels, including recorded-delivery and insured items.

To send and receive letters and documents relating to the Company by means of Certified Email.

- ***DELEGATION OF POWERS***

To nominate proxies to delegate powers with separate signing authority.

- ***SIGNATURE***

To sign all Company correspondence relating to documents confirming the delegation of management powers, affixing before his signature the words "esprinet s.p.a." or alternatively "Esprinet S.p.A." "The Chairman of the Board of Directors".

Apply digital signature on all Company correspondence relating to documents confirming the delegation of management powers.

## **CHIEF EXECUTIVE OFFICER ALESSANDRO CATTANI (CEO)**

### **SOLE SIGNING AUTHORITY**

**Alessandro Cattani in his role as Chief Executive Officer**

- ***RELATIONS WITH STATE AND QUASI-STATE BODIES AND RELATIONS WITH INSTITUTIONS***

To represent the Company with the various ministries, state or quasi-state bodies, local authorities, chambers of commerce, social security and pensions agencies, anti-trust authorities, privacy authorities, CONSOB, Borsa Italiana S.p.A., the Bank of Italy and other similar authorities both in Italy and abroad.

To receive, create and release cautionary deposits in dealings with government ministries, public debt offices, the Bank for Deposits and Loans, tax authorities, customs authorities, municipal authorities, regional authorities and any other public entity both in Italy and abroad.

To represent the Company and enter into contracts with post office and telecommunications agencies.

To represent the Company in dealings with institutional and non-institutional investors, as well as qualified operators as defined by Article 25 of Consob Resolution 11522/1998 as subsequently amended.

- ***PURCHASE OF GOODS, MERCHANDISE AND SERVICES***

To enter into, sign and terminate agreements including framework agreements.

To purchase as part of long- and short-term contracts, exchange, contract out and import goods, merchandise and services relating to the Company's typical business, with power to establish the price, terms and conditions, and to sign the relevant contracts and deeds, including freight and insurance contracts concerning the merchandise and products purchased by the Company.

To agree on rebates, discounts, payment extensions, surcharges, penalties and, in general, all supply conditions for purchases.

To sign approval forms for both temporary and definitive imports, as well as forms approving free-of-charge items, Italian Currency Exchange Office forms, declarations of price consistency, consular invoices, requests for certification of origin and documents in general certifying the origin, value and nature of products imported by the Company, and to sign all customs control statements and invoices for imported merchandise.

To prepare all statements and all documents necessary for making purchases abroad.

To sign letters concerning the forwarding to banks of documents demonstrating imports.

- ***SALE OF GOODS, MERCHANDISE AND SERVICES***

To enter into, sign and terminate agreements including framework agreements.

To sell as part of long- and short-term contracts, exchange, contract out and export goods, merchandise and services relating to the Company's typical business, with power to establish the price, terms and conditions, and to sign the relevant contracts and deeds, including freight and insurance contracts concerning the merchandise and products sold by the Company.

To agree on rebates, discounts, payment extensions, surcharges, penalties and, in general, every supply conditions for sales.

To sign approval forms for both temporary and definitive exports, as well as forms approving free-of-charge items, Italian Currency Exchange Office forms, declarations of price consistency, consular invoices, requests for certification of origin and

documents in general certifying the origin, value and nature of products exported by the Company, and to sign all customs control statements and invoices for exported merchandise.

To prepare all statements and all documents necessary for making sales abroad.

To sign letters concerning the forwarding to banks of documents demonstrating exports.

- ***TENDERS ANNOUNCED BY PUBLIC AUTHORITIES AND FORMATION OF TEMPORARY CONSORTIA OF COMPANIES***

To participate in Tenders announced by public authorities, sign the respective offers and any documents required in order to participate.

To form Temporary Consortia of Companies to participate in Tenders, undertaking the role of agent or principal.

To enter into, sign and terminate regulations for the Temporary Consortia of Companies.

- ***COLLECTIONS***

To request and receive collections of any sum owed to the Company under any right and for any reason and to issue receipts for total or partial collection.

To negotiate on receivables under dispute, granting discounts and rebates.

To make payments into the Company's bank and post office current accounts, cashing postal and telegraph orders, mandates, cheques and promissory notes and endorsing cheques for payment into such current accounts, bills of exchange but exclusively for collection, discount, receipt and protest, and issuing bank clearances.

- ***INSURANCE***

To enter into private insurance contracts or mandates, including insuring credit, signing the relevant policies.

To amend the said insurance contracts and reach agreements, in the case of a claim, on the amount of compensation due from the insurance company, and to issue receipts for the amounts received.

- ***CUSTOMER CREDIT***

To authorise the granting of commercial credit facilities to customers for amounts up to €6,000,000.00 (six million euro) in addition to the amounts guaranteed by credit insurance, non-recourse transfers to factoring companies and insurance and banking sureties provided by customers.

- ***TAXES AND DUTIES***

To represent the Company in relations with any government and local tax office, both in Italy and abroad, with the option of delegating such authority to licensed professionals.

To sign and file, also via computerised systems, returns for direct and indirect taxes, Intrastat forms and tax and statistical forms and questionnaires; to accept and reject official tax assessments; to reach agreements and settlements; to insist on recognition of roles; to present appeals, complaints and documents; to appoint defence counsel for the presentation of appeals and memoranda to any tax office or commission; to accept tax refunds, including interest; to issue receipts; to make payment without any limit on the amounts and to carry out any operations necessary to pay any direct or indirect tax, levy or duty.

- ***DISPUTES, ARBITRATION AND LEGAL PROCEEDINGS INITIATED BY THE COMPANY***

To sue third parties, including state and/or quasi-state institutions both in Italy and abroad, and consequently to represent the Company in proceedings started by the Company before any judicial authority both in Italy and abroad including the Supreme Court, the Constitutional Court, the Court of Accounts and the Council of State at all levels of judgement and in all countries.

To nominate and revoke lawyers and solicitors, for the cases referred to above, granting



them all suitable powers and establishing their fees.

To settle or conciliate all lawsuits or disputes initiated both in and out of court, take part in arbitration proceedings, including the possibility to request judicial arbitration, and to appoint and revoke arbitrators and establish their powers.

To accept, defer, refer and take oaths including decision-making oaths.

To apply for precautionary or judiciary seizures and confiscation, concerning debtors or third-parties, provide statements concerning third parties in cases of seizure or confiscation, in compliance with the provisions of current laws, and ensure rulings are enforced.

To represent the Company in bankruptcy proceedings, enforced administrative liquidation, pre-bankruptcy settlements and the supervised administration of third-party debtors, exacting payments on account or in full settlement and issuing receipts, and to advance claims and impugnments and vote in these procedures.

- ***DISPUTES, ARBITRATION AND LEGAL PROCEEDINGS AGAINST THE COMPANY***

To represent the Company in proceedings against the Company before any judicial authority both in Italy and abroad including the Supreme Court, the Constitutional Court, the Court of Accounts and the Council of State at all levels of judgement and in all countries.

To nominate and revoke lawyers and solicitors, for the cases referred to above, granting them all suitable powers and establishing their fees.

To settle or conciliate all lawsuits or disputes initiated both in and out of court, take part in arbitration proceedings, including the possibility to request referral to a justice of the peace, and to appoint and revoke arbitrators and establish their powers.

To accept, defer, refer and take oaths including decision-making oaths.

- ***CONTRACTS FOR THE SUPPLY OF UTILITIES AND SERVICES***

To enter into, sign and terminate contracts for the supply and provision of all types of utilities and services and, in particular, to represent the Company in dealings with companies supplying energy, telecommunication services and various other services to businesses, including but not limited to:

- the purchase of consumables, stationery and graphic material, office and mobile telephony equipment, office equipment and machinery, and furniture for offices, cash & carry stores and warehouses;
- tenders for services for the movement of goods and materials in warehouses;
- tenders and contracts for the installation, assembly, disassembly, repair, maintenance and demolition of plant, machinery and equipment;
- the provision of security and surveillance services.

To enter into and terminate contracts with sales agents and representatives.

To enter into and terminate agency and/or distribution contracts with national and international principals and agents.

To award and revoke mandates to professionals and/or self-employed staff.

- ***MOTOR VEHICLES***

To purchase, to exchange, to confer in Company, or to sell with third parties, including those belonging to the Group, motor vehicles, with the fullest power to determine the relevant method, price and conditions, performing all the necessary formalities at the relevant Public Register office and all other competent offices.

To permit entries and cancellations of privileges on motor vehicles, undertaking the relative deeds and appropriate formalities with the relevant offices and releasing the Offices themselves and in particular the competent Public Automobile Registry office from all liabilities.

- ***PERSONNEL RELATIONS***

To hire and dismiss employees, including those in management positions, and to define the financial aspects of any settlement of any labour dispute arising with employees.

To represent the Company before any interested body, indicatively: job centres, INPS (Italian social security and pensions agency), INAIL (Italian agency providing insurance against accidents in the workplace), category pension funds and so forth.

To represent the Company in all types of dealings with local and national trade union representatives.

To grant leave of absence, holidays and sabbatical periods to employees, including those in management positions.

To grant promotion, salary increases, bonuses, rewards and fringe benefits of any type to employees, including those in management positions.

- ***BANK, POST OFFICE AND SURETY TRANSACTIONS***

To pay any sum owed by the Company up to a limit of €20,000,000.00 (twenty million euro) for each individual operation, issuing cheques, making bank transfers including via computerised systems, collecting bills of exchange or direct debits and in general operating on the Company's current accounts or depending on the Company's cash resources or credit facilities with banks and in conformity with the contractual provisions regulating relationships with banks.

To issue promissory notes, accept drafts and in general carry out any promissory transactions up to a limit of €20,000,000.00 (twenty million euro) for each individual transaction.

To carry out money transfers up to a limit of €20,000,000.00 (twenty million euro) between Company current accounts, depending on the Company's cash resources or credit facilities with banks and in conformity with the contractual provisions regulating relationships with banks.

To carry out operations on the Company's post office accounts, issue cheques and also transfer cheques to third parties up to a limit of €20,000,000.00 (twenty million euro) for each individual transaction.

To ask banks and/or insurance companies to issue guarantees up to the amount of €20,000,000.00 (twenty million euro) for each transaction.

To open and close current accounts, to open credit facilities for importing goods against cash payments or against acceptance agreements, foreign currency deposits, foreign exchange operations, rentals, the use or disposal of safe deposit boxes, strong boxes and compartments of safes, and the creation or closure of safe deposits.

To enter into agreements with banks for every form of banking operation, including the granting of credit facilities to the Company in various forms such as, for example, simple current account overdrafts, trade and financial discount credit lines, and the acceptance of drafts or advances in foreign currencies for all types of imports, with the specific exclusion of medium-term borrowing transactions including taking out loans.

To enter into agreements with banks for carrying out operations aimed at neutralising foreign exchange risks on cash operations.

- ***FACTORING OPERATIONS***

To sign and terminate factoring contracts, sign credit disposals, collection mandates, advance and discount operations, set up guarantees and complete all forms of operations concerned with factoring, with the option of delegating authority for these powers to third parties.

- ***PURCHASE OF RECEIVABLES***

To sign and terminate agreements to purchase receivables, including as tools to mitigate credit risk, as part of the ordinary course of business.

- ***RENTAL AND LEASING OF MOVABLE AND IMMOVABLE PROPERTY***

To sign, amend and terminate rental contracts for buildings and any other asset lasting no more than six years.

- ***POST AND CERTIFIED EMAIL***

To receive from post offices and transport companies all types of recorded delivery

letters, parcels and objects, issuing the relevant receipts and releases.

To send and collect letters, packages and parcels, including recorded-delivery and insured items.

To send and receive letters and documents relating to the Company by means of Certified Email.

- **DELEGATION OF POWERS**

To nominate proxies to delegate powers with separate signing authority.

- **SIGNATURE**

To sign all Company correspondence relating to documents confirming the delegation of management powers, affixing before his signature the words "esprinet s.p.a." or alternatively "Esprinet S.p.A." "The Chief Executive Officer".

Apply digital signature on all Company correspondence relating to documents confirming the delegation of management powers.

## **JOINT SIGNING POWERS**

**Maurizio Rota in his role as Chairman of the Board of Directors and Alessandro Cattani in his role as Chief Executive Officer with joint signing powers with are granted the following administrative powers to be exercised with the joint signature.**

- **BANK, POST OFFICE AND SURETY TRANSACTIONS**

To pay any sum owed by the Company over the limit of €20,000,000.00 (twenty million euro) for each individual operation, issuing cheques, making bank transfers including via computerised systems, collecting bills of exchange or direct debits and in general operating on the Company's current accounts or depending on the Company's cash resources or credit facilities with banks and in conformity with the contractual provisions regulating relationships with banks.

To issue promissory notes, accept drafts and in general carry out any promissory transactions over a limit of €20,000,000.00 (twenty million euro) for each individual transaction.

To carry out money transfers over a limit of €20,000,000.00 (twenty million euro) between Company current accounts, depending on the Company's cash resources or credit facilities with banks and in conformity with the contractual provisions regulating relationships with banks.

To carry out operations on the Company's post office accounts, issue cheques and also transfer cheques to third parties over a limit of €20,000,000.00 (twenty million euro) for each individual transaction.

To ask banks and/or insurance companies to issue guarantees above the amount of €20,000,000.00 (twenty million euro).

- **CUSTOMER CREDIT**

To authorise the granting of commercial credit facilities to customers for amounts over €6,000,000.00 (six million euro) and up to a maximum of €8,000,000.00 (eight million euro) in addition to the amounts guaranteed by credit insurance, non-recourse transfers to factoring companies and insurance and banking sureties provided by customers.

- **ISSUE OF GUARANTEES AND LETTERS OF PATRONAGE**

To issue guarantees to third parties up to €20,000,000.00 (twenty million euro) per transaction and letters of patronage for subsidiaries, pursuant to Article 2359 of the Italian Civil Code.

- **LOANS TO SUBSIDIARIES**

To grant short- and medium/long-term loans to subsidiaries pursuant to Article 2359 of the Italian Civil Code up to a maximum of €20,000,000.00 (twenty million euro).

- **RENTAL, LEASING AND PURCHASING OF MOVABLE AND IMMOVABLE PROPERTY**

To sign, amend and terminate rental and leasing contracts lasting over six years for movable and immovable property, with the right of first refusal at the end of such leasing

contracts without any limitation.

To acquire, sell, mortgage or transfer property with a unit value of less than Euro 2,000,000.00 (two million euro).

- ***DELEGATION OF POWERS***

To nominate proxies for the delegation of powers with joint signing authority provided such powers are granted to other Company Directors or to Company employees at the level of Manager.

- ***SIGNATURE***

To sign all Company correspondence relating to documents confirming the delegation of management powers, affixing before their signatures the words "esprinet S.p.A." or alternatively "Esprinet S.p.A." and respectively: "The Chairman of the Board of Directors" and "The Chief Executive Officer".

Apply digital signature on all Company correspondence relating to documents confirming the delegation of management powers.