



REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID 2021

VIMERCATE, 1 MARCH 2021

Esprinet S.p.A.

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- A) Information Document, pursuant to Article 114-bis of the TUF (Consolidated Finance Act): Plan for the free allocation of ordinary shares to the Directors and Managers of Esprinet S.p.A. and its subsidiaries for the period 2018 - 2020 (21 March 2018)
- B) Addendum to the Information Document pursuant to Article 114-bis of the TUF: Plan for the free allocation of ordinary shares to the Directors and Managers of Esprinet S.p.A. and its subsidiaries for the period 2018 - 2020

- C) Information Document pursuant to Article 114-bis of the TUF: Plan for the free allocation of ordinary shares to the Directors and Managers of Esprinet S.p.A. and its subsidiaries for the period 2021 - 2023 (1 March 2021)

LETTER FROM THE CHAIR OF THE NOMINATION AND REMUNERATION COMMITTEE



Dear Shareholders,

It is with great pleasure that I present the 2021 Report on the Remuneration Policy and compensation paid, which will be submitted to the Shareholders' Meeting.

The Report was prepared following the publication of the final text of the Issuers' Regulation on 11 December 2020 by CONSOB. With the new wording of the Regulation, CONSOB, on the basis of the changes introduced by Legislative Decree 49/2019, has introduced new disclosure requirements in the area of remuneration policies and compensation paid.

The Remuneration Policy proposed for the next three years was prepared with a view to the renewal of the corporate bodies set forth as part of the Shareholders' Meeting called for 7 April 2021, with particular reference to the role of the Chairman as a non-executive member of the renewed Board of Directors.

The Report introduces a number of changes, in particular:

- a broader description of how the Remuneration Policy takes into account the compensation trends and the working conditions of the employees;
- a more in-depth description of the governance process of the Company's Remuneration Policy;
- specific information on the measures adopted to limit and manage conflicts of interest;
- a renewed long-term incentive system based on two components: a basic component focused on an Economic Profit indicator and a CO₂ emission reduction objective, and a second component based on the creation of value for shareholders;
- increase in the number of shares subject to lock-up and duration of the retention period of the shares in order to meet the requirements of the new Corporate Governance Code;
- review of the indemnities provided for in the event of termination of the Chief Executive Officer, with a view to a greater alignment with the best practices of Corporate Governance and improved disclosure on the same;
- specific indications relating to the annual changes in the remuneration of the executive directors based on the average remuneration of the employees and on the performance of the company in terms of Net profit and share price of Espritnet.

Drawing on the support of qualified external advisors on the subject of executive compensation, the Nomination and Remuneration Committee has always structured the incentive systems in such a way as to ensure a clear connection with the corporate performance.

The incentive plans set forth a cap, some forms of deferral of accrued bonuses or of lock-up, as well as claw-back and malus clauses.

Finally, we believe that the disclosure provided in the Report may also allow investors to assess the degree of challenge in achieving the objectives assigned to management and to verify the consistency between the performance achieved and the incentives awarded.

Special thanks go to directors Cristina Galbusera and Chiara Mauri for their contribution to the work of the Nomination and Remuneration Committee in the last three years. I am confident that the Remuneration Report will meet with investors' approval, and thank you on behalf of the other members of the Committee for your support of the Company's three-year Remuneration Policy described in Section I of the Report and of the method of implementation of the 2020 Policy described in Section II of the document.

Mario Massari
Chairman of the Nomination and Remuneration
Committee

2020 RESULTS AND MANAGEMENT OF THE COVID-19 PANDEMIC

In 2020, the company closed the financial year with the best overall result in its history, with a growth in revenue of over 14% at approximately 4.5 billion euro, equal to 500 million euro of higher revenues in absolute value and with a record market share in the reference region.

Adjusted EBITDA grew by more than 24%, beating analysts' estimates, and the net profitability increased by around 35% with a positive net financial position at the end of the year of over 300 million euro.

As at the date of approval of this document, the share price is at its highest in 13 years.

The company benefited from a favourable technology market but was also able to take advantage of its strong competitive positioning in its reference markets and of the quality of its human resources, which not only were not subject to lay-offs but actually grew during the year by almost 300 employees due to both new hires to support growth and to the personnel of the GTI group in Spain which was acquired during the year and consolidated as from 1 October 2020.

The result of the annual Employee Engagement survey, which is part of the package of ESG metrics used to define the targets for the short-term variable remuneration for the Group's executive directors and top management, exceeded the pre-established target and the 2019 results, and at the same time the company obtained the prestigious "Great Place to Work" certification in Italy, for which it will apply in 2021 also for the companies operating in the Iberian Peninsula.

OVERVIEW OF THE REMUNERATION POLICY FOR THE DIRECTORS¹

The Table below summarises the main items that make up the remuneration of the following roles:

- Chairman of the Board of Directors (non-executive)
- Chief Executive Officer
- Chief Operating Officer (General Manager)

Member	Purpose	Characteristics
Fixed remuneration	<p>Remunerates the professionalism, responsibilities and contribution required by the role to ensure motivation and retention.</p> <p>For the members of the Board of Directors, it includes the following items:</p> <ul style="list-style-type: none"> • Remuneration for the position • Remuneration for special assignments and duties <p>For the Chief Operating Officer:</p> <ul style="list-style-type: none"> • Remuneration from employment. 	<p>Non-executive Chairman: Euro 450,000</p> <p>Chief Executive Officer: Euro 450,000</p> <p><i>Chief Operating Officer</i>: Euro 360,000</p>
Short-term variable remuneration	<p>Recipients:</p> <ul style="list-style-type: none"> • Chief Executive Officer • Chief Operating Officer 	<p>Performance indicators:</p> <ul style="list-style-type: none"> • Group profitability and financial sustainability indicators, with 85% weight • Employee Engagement and Client Satisfaction indicators with 15% weight based on the results of specific surveys. <p>In the event of over-performance, the bonus may reach 150% of the target bonus (cap) in the case of the Chief Executive Officer and 125% of the target</p>

¹ Unless otherwise indicated, all amounts are inclusive of social security and tax charges payable by the beneficiary.

		<p>bonus in the case of the Chief Operating Officer.</p> <p>The share of bonus in excess of the target bonus is deferred for one year and is subject to a suspensive condition linked to company profitability ("malus").</p>
Long-term Incentive System	<p>"Basic" component</p> <p>Performance Share Plan linked to the Business Plan objectives and environmental sustainability objectives</p>	<p>Performance indicators:</p> <ul style="list-style-type: none"> • <i>Economic Profit</i> = NOPAT - (WACC x Net Invested Capital) with 80% weight • 20% reduction in CO2 emissions with 20% weight <p>The number of rights can range between 80% and 100% (cap) of the rights awarded based on the performance achieved on a scale from 85% to 100%.</p>
	<p>"Double Up" component</p> <p>Performance Share Plan linked to the performance of the Esprinet share price</p>	<p>Performance indicators:</p> <ul style="list-style-type: none"> • Profit growth in 2023 (before tax and before non-recurring income components) compared to 2020 above a significant specific target. • Significant increase in the average share price in December 2023 compared to the average share price in December 2020 (Euro 9.93). <p>Based on the performance of the share, on a scale that varies between a minimum 30% increase and 100% maximum increase of the share ("Double Up"), the number of rights that can be vested may vary between 50% and 286% (cap) of the rights assigned to target</p>
<i>Benefits</i>	<p>These are added to the remuneration package for the Chairman, the CEO and the COO to ensure a total reward approach</p>	<p>Insurance coverage for civil liability (D & O)</p> <p>Company car for multipurpose use</p> <p>Phone for multipurpose use</p> <p><i>Annual medical check-up</i></p>
Ancillary benefits		
Termination clause	<p>Chairman and CEO</p> <ul style="list-style-type: none"> • Provides for the allocation, in the event of early termination of their offices as directors, without just cause, of an amount equal to around 24 months' fixed remuneration 	<p>Non-executive Chairman: Euro 900,000</p> <p>Chief Executive Officer: Euro 900,000</p>
	<p>Chief Operating Officer</p> <ul style="list-style-type: none"> • The benefits set out in the national collective labour agreement for tertiary executives apply 	

Non-compete and non-solicitation agreement	Chairman and Chief Executive Officer <ul style="list-style-type: none"> 18-month agreement. Provides for a consideration to be paid on termination of the relationship (including non-renewal), equal to 16 months' fixed remuneration 	Chief Executive Officer: Euro 600,000 Non-executive Chairman: Euro 600,000
	Chief Operating Officer <ul style="list-style-type: none"> 12-month agreement. Provides for a remuneration divided into 12 deferred monthly payments starting from the month following the date of termination of the employment 	Chief Operating Officer: Euro 180,000

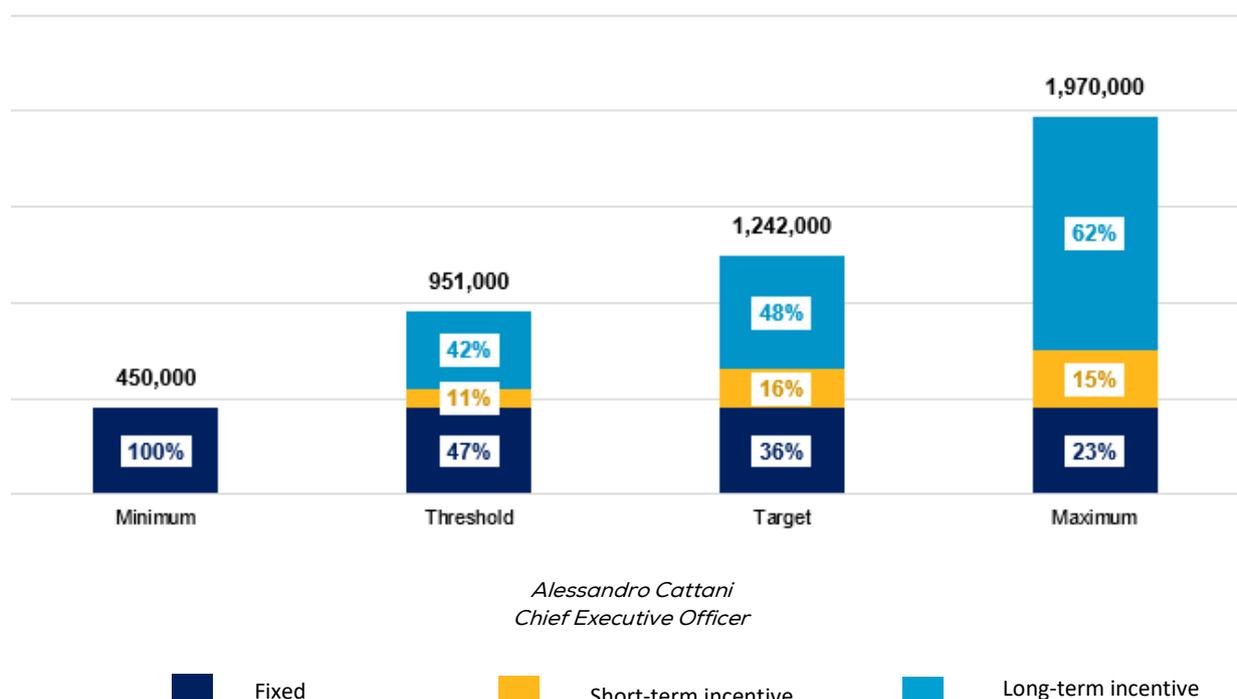
PAY-MIX

The 2021 policy guidelines provide for a remuneration mix for Chief Executive Officer and Chief Operating Officer consistent with the characteristics of their role as well as with market practice considering companies of comparable size and complexity.

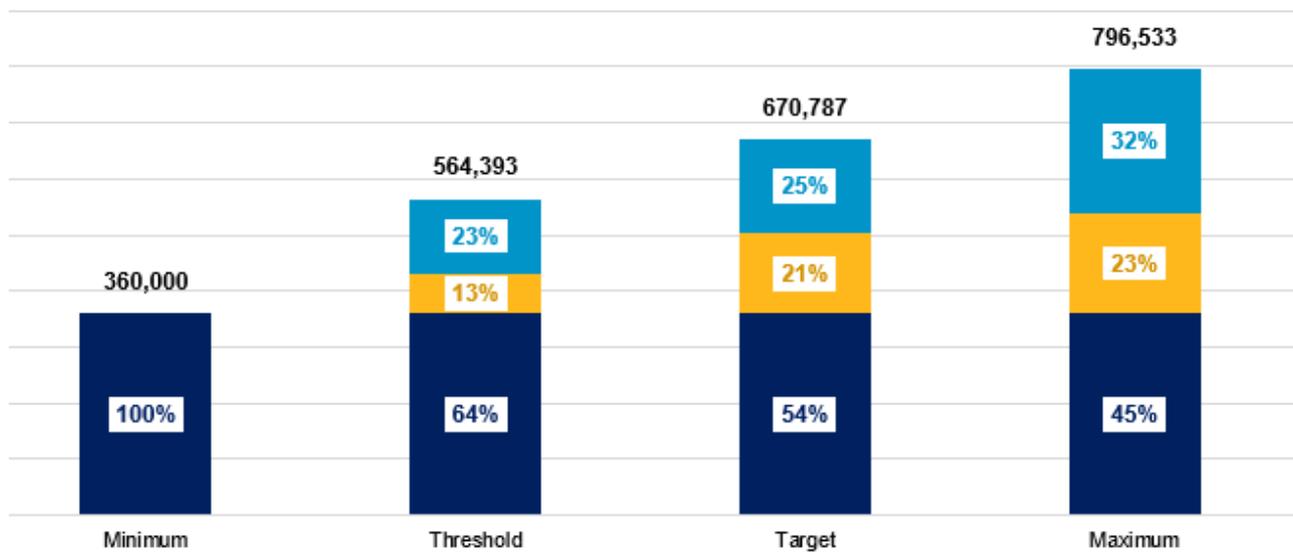
The following chart represents the theoretical pay mix with reference to several possible performance levels: minimum, threshold, target and maximum.²

In particular, the weight of the following components should be noted: fixed remuneration, short-term variable remuneration, long-term incentive system.

Pay mix calculated on the basis of an estimate of the Fair Value equal to 90% of the underlying amount for the "Basic" component of the long-term incentive and 40% for the "Double Up" component at the date of approval of this document; the actual value of the grant may vary in relation to the fair value at the date of assignment of the rights.



² This does not include ancillary benefits or indemnities relating to termination clauses



Giovanni Testa
Chief Operating Officer

Fixed
 Short-term incentive
 Long-term incentive

INTRODUCTION

This document consists of two sections:

- SECTION I: Remuneration Policy for the next three-year period (2021-2023), subject to a binding vote of the Shareholders' Meeting called to approve the company's financial statements for the year ended 31 December 2020.
- SECTION II: Compensation Paid in 2020, subject to a non-binding vote at the same Shareholders' Meeting.

This Report was approved on 1 March 2021 by the Board of Directors of the company.

This Report has also been prepared pursuant to and in accordance with the "Procedure for related-party transactions" approved on 26 November 2010.

SECTION I

This Section of the Report describes and illustrates: the results of voting at the Shareholders' Meeting relating to the 2020 Remuneration Policy, the bodies involved in preparing and approving said Policy and the procedures used to adopt and implement it, the Remuneration Policy for the Chairman, the Chief Executive Officer, the members of the Board of Directors, the Chief Operating Officer and the members of the Board of Statutory Auditors.

It also describes the criteria for derogation from the Policy in the presence of exceptional circumstances.

1. RESULT OF THE SHAREHOLDERS' MEETING VOTE AND IMPROVEMENT ACTIONS UNDERTAKEN

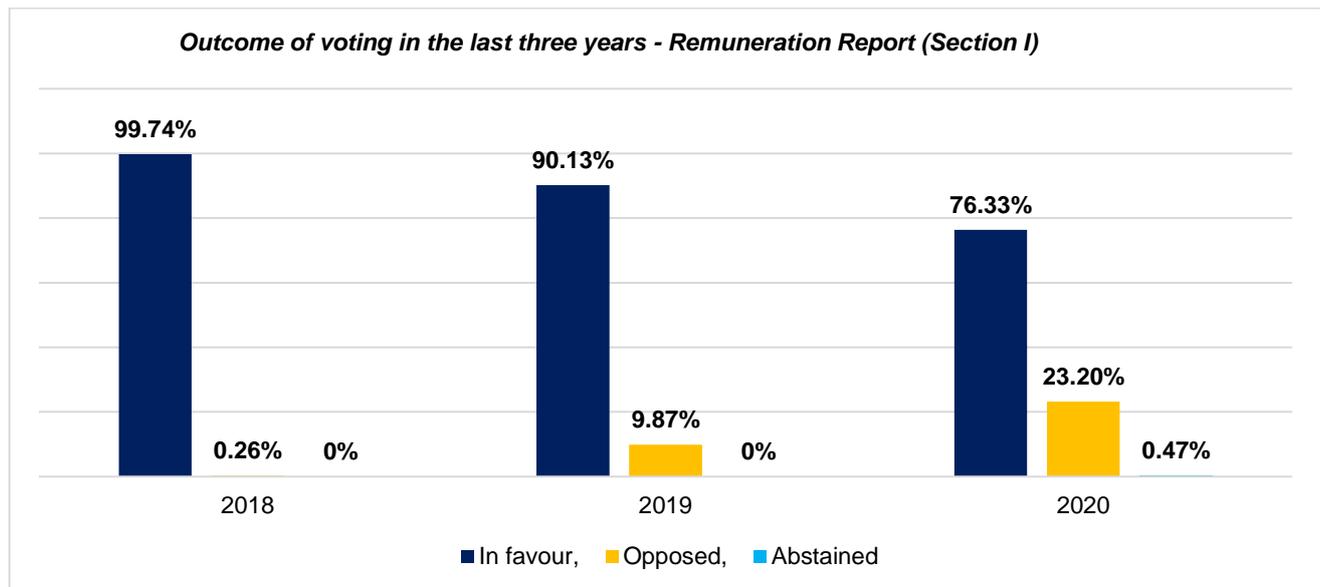
In accordance with the current legislation, at the Shareholders' Meeting of 2020 an advisory vote was cast on Section I of the 2020 Remuneration Report, with 76.33% participants voting in favour. This figure represents an increase in "against" votes compared with the previous year.

There were two reasons for the main proxy advisors voting against it: severance pay too high for the Chief Executive Officer, and Chairman of the Nomination and Remuneration Committee entrusted to a non-independent director.

It should be noted that the Chairman of the Nomination and Remuneration Committee is qualified as an independent director, notwithstanding the recommendations of the Corporate Governance Code, since he has been in office for more than 9 years.

The Remuneration Policy presented in this document provides for a better alignment with the expectations of the proxy advisors and investors through the cancellation of the Golden Parachute of the fixed amount of 3.5 million euro previously set out for the Chief Executive Officer.

The new Board of Directors appointed by the Shareholders' Meeting must provide for a structure of the Nomination and Remuneration Committee in line with the requirements of institutional investors and proxy advisors as well as with the guidelines of the Corporate Governance Code as regards the independence requirements of the members of the Board Committees and in particular with the period of service in office, which must not exceed 9 years.



2. CHANGES INTRODUCED IN THE 2021-2023 REMUNERATION POLICY

The Report incorporates the main changes introduced by the Issuers' Regulation, published by CONSOB in December 2020, with regard to the disclosure on the remuneration policies adopted by issuers.

The Company's Remuneration Policy for 2021-2023 includes numerous changes, also in consideration of the Guidelines of the new Corporate Governance Code, in particular:

- An ever greater centrality in the principles and values underlying ESG matters, through the introduction of an ESG indicator in the first long-term incentive component, i.e. the reduction of CO2 emissions;
- The elimination of the 3.5 million euro Golden Parachute previously set forth for the Chief Executive Officer;
- The introduction of a second long-term incentive component ("Double Up Plan") linked to the performance of the Esprinet share price;
- The extension of the lock-up restriction from one to two years for both long-term incentive components in an amount equal to 25% of the rights accrued (vs. 20% of the previous plan for the three-year period 2018-2020).

It is also important to note that the total cost of the fixed remuneration set out for the members of the Board of Directors is reduced by more than 20% compared to the previous three-year period.

3. BODIES RESPONSIBLE FOR DETERMINING THE REMUNERATION POLICY

The remuneration policy for members of the Board of Directors is defined in accordance with statutory and mandatory provisions, which provide that:

- members of the Board of Directors are entitled to the reimbursement of expenses incurred in the performance of their duties and to the remuneration determined by the Shareholders' Meeting;
- the Shareholders' Meeting can determine an overall amount for the remuneration of all directors, including those vested with particular duties;
- the Board of Directors distributes the compensation, or the remuneration as determined above, among the various directors in the manner deemed most appropriate by the Board, taking account of the commitment required from each director;
- the remuneration of members of the Board of Directors vested with particular duties, if not determined by the Shareholders' Meeting, is determined by the Board pursuant to Article 2389 of the Italian Civil Code.

In order to comply with the common practice in this regard, it is confirmed that the Company will not use the statutory option of deferring the determination of the total amount of the remuneration of the members of the Board of Directors to the Shareholders' Meeting, but will limit the Shareholders' Meeting resolution to the approval of the fixed component of the remuneration of all directors, including the remuneration for the offices and the remuneration for the proxies and special offices, to be divided by the Board of Directors among its members on the basis of the proxies and positions assigned, while the variable component of the remuneration of executive directors will be determined by the Board of Directors in compliance with the provisions of this Remuneration Policy.

In line with Esprinet's governance model, the Board is also responsible for:

- Defining targets and approving the results of the performance plans which are used to determine the variable remuneration of directors and executives with strategic responsibilities.

- Defining the remuneration structure for the Head of Internal Audit, consistently with the Company's remuneration policies and following consultation with the Control and Risks Committee.

The Chief Executive Officers define the remuneration policy for executives with strategic responsibilities other than executive directors, in accordance with the respective employment contracts, based on criteria which – where compatible – are similar to those used for executive directors except for greater focus on the specific operational areas managed.

Role of the Nomination and Remuneration Committee

In light of the aforementioned requests of the Proxy Advisors, the Board of Directors appointed by the Shareholders' Meeting must provide that all members of the Committee, including the Chairman, are independent directors with less than 9 years of service in office.

During the 2018-2021 mandate, the Committee was composed as follows:

- Mario Massari (Chairman, independent director with more than 9 years of service)
- Cristina Galbusera (independent director)
- Chiara Mauri (independent director)

The Nomination and Remuneration Committee provides advice and makes suggestions to the Board, in particular by proposing the level and structure of remuneration of Executive Directors and proposing the performance targets by which the variable component of their remuneration is measured. The Committee also verifies the attaining of performance targets, thereby ensuring that the remuneration of Executive Directors is based on results actually achieved.

The Committee also issues opinions on the remuneration of executives with strategic responsibilities by periodically evaluating the underlying criteria. With reference to the companies within the Group, responsibility falls to the Esprinet Board of Directors, at the proposal of the Committee.

The Committee also makes decisions about share-based incentive plans.

When carrying out its duties, the Nomination and Remuneration Committee relies on the services of independent consultants, in order to obtain information about market practice in terms of remuneration policies, average remuneration levels, long-term retention and incentive plans, and the most appropriate method of application.

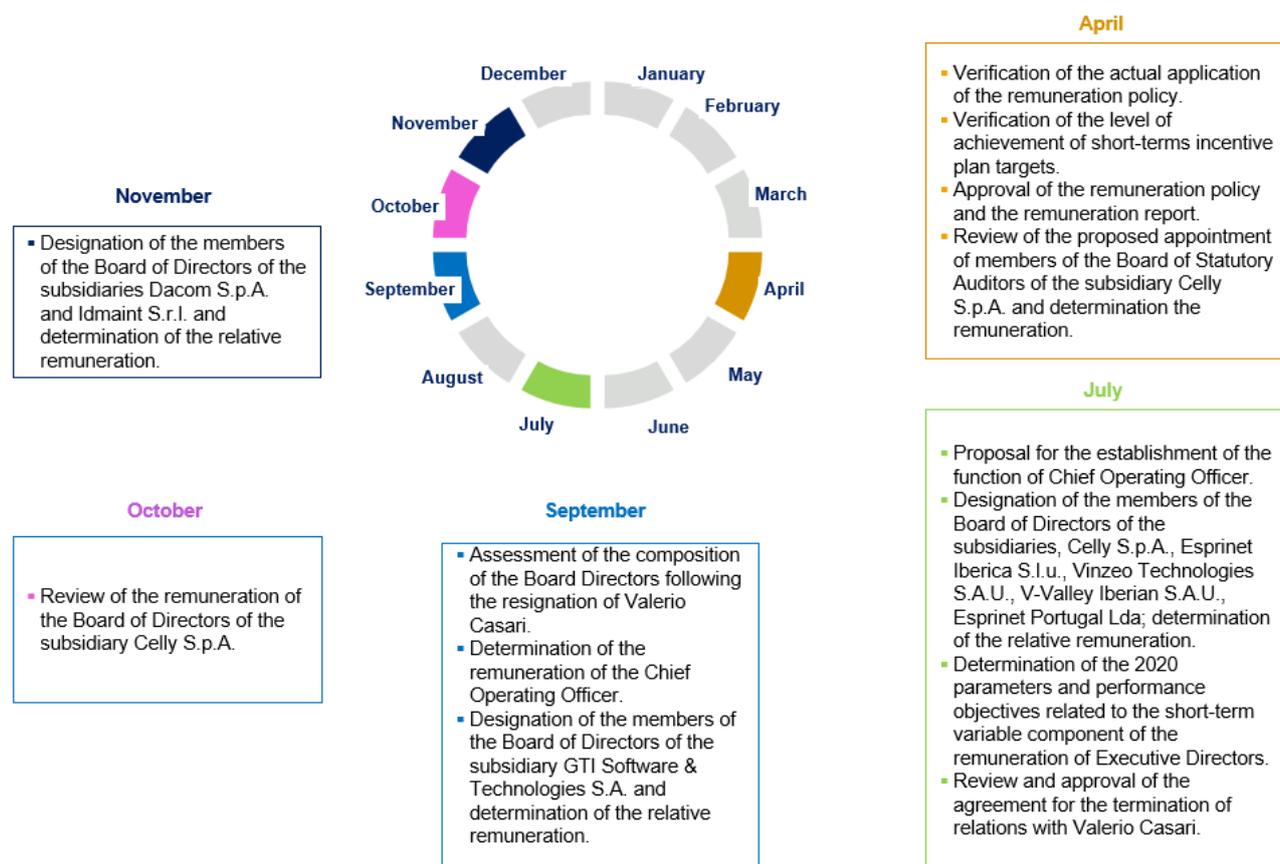
These experts are selected taking into account requirements in respect of transactions with related parties under the specific procedure adopted by the company on 26 November 2010, as amended. Willis Towers Watson acted as advisor to the Nomination and Remuneration Committee in defining the remuneration policy for the three-year period 2021-2023.

The Committee's internal regulations are available to the public, and can be found on the Company's website, www.esprinet.com, as an appendix to the Corporate Governance Report for 2019.

Activities carried out by the Committee

During 2020, the year covered by this Report, the Nomination and Remuneration Committee met a total of 6 times.

The activities carried out during the year were as follows:



Derogations from the Remuneration Policy

Esprinet is not in favour of derogating from the various elements of the Remuneration Policy.

However, as provided for in Article 123-ter, paragraph 3-bis of the TUF, as updated by Legislative Decree No. 49/2019, in exceptional circumstances the Company reserves the right to temporarily derogate from its remuneration policies if such derogations are aimed at pursuing the long-term interests and sustainability of the Company as a whole, or ensuring its ability to be present in the market.

These exceptional circumstances include, but are not limited to: (i) the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Group or the sectors and/or markets in which it operates, which may significantly affect the results of the Group, (ii) the implementation of substantial changes to the organisation of business activities, both objective (such as extraordinary transactions, mergers, disposals, etc.), and subjective, such as changes to the structure of top management.

In the presence of such circumstances, the Board of Directors, on the advice of the Nomination and Remuneration Committee and having consulted the Related Parties Committee, in accordance with the Procedure for the management and approval of the Related Party Transactions of Esprinet S.p.A., may derogate from elements of the Remuneration Policy such as fixed remuneration and variable short- and long-term components.

The Committee has the right to be assisted, at the Company's expense, by one or more independent experts of its own choosing. When selecting these experts, the Committee shall rely on persons of recognised professionalism and competence in matters of interest, whose independence and absence of conflicts of interest will be carefully assessed.

The Board of Directors approves a transaction based on the Related Parties Committee's favourable and reasoned opinion on the Company's interest in carrying out the transaction and on the

expediency and substantial fairness of the related conditions, information that must be duly recorded.

4. PRINCIPLES AND GUIDELINES OF THE 2021-2023 POLICY

Esprinet's remuneration policy is proposed for the years 2021-2023 and therefore has a three-year duration.

This policy envisages a significant variable remuneration component paid through the assignment of a monetary bonus upon the achievement of the annual objectives and two components paid in shares: the "Basic" component substantially identical to the past and the "Double Up" component linked to the performance of the share in accordance with the recommendations of the Corporate Governance Committee.

A key point of the Group's strategy is the quest for growth in value for shareholders, supported in the incentive system by both a short-term variable compensation component linked to profitability, identified as a fundamental driver of value creation, and a long-term component, divided into a first "Value Creation" ("Basic") component (based on the "Economic Profit" indicator) according to the more modern performance measurement models applied to the long-term incentive system and by a second ("Double up") component related to the performance of the Esprinet share price.

Secondly, the strategy places a strong emphasis on the Group's financial sustainability, both in terms of defending business continuity and creating the most favourable conditions for the sustained creation of value over time.

The short-term and long-term incentive components linked to financial sustainability indexes have been introduced to support this strategy component.

Finally, the Company's strategy centres on the utmost attention to compliance with all rules and regulations as well as the constant quest for operating models in line with best market practice including in the field of social sustainability.

To support this behavioural model, incentive systems exclude indicators for optimising the tax burden, replacing them with conventional tax rates, and also provide claw-back mechanisms in the event of conduct that does not comply with the Code of Ethics.

In this context, the company pays particular attention to its employees and working conditions, protecting their well-being, health and safety and promoting communication, development and training initiatives for the entire company population, also with regard to sustainability issues.

In January 2021, the annual survey was carried out to monitor the engagement of Group employees, the results of which are linked to one of the two sustainability indicators of the short-term incentive plan (Employee Engagement).

5. INDEPENDENT EXPERTS AND MARKET PRACTICES

Esprinet relies on the support of the consulting firm Willis Towers Watson for the definition of its Policy, due to the in-depth knowledge of the company and the reference sector, the consolidated national and international expertise as regards the weighting of organisational positions, remuneration analyses, and the definition of incentive plans and remuneration policies.

The company regularly monitors the main national and international market practices, including through remuneration benchmarking carried out by the independent international consulting firm Willis Towers Watson, in order to verify the competitiveness of the remuneration offer.

In 2020, in particular, for the purposes of the market analyses carried out for the role of Chairman of the company, two panels were identified, described below:

Primary Panel

Fila	Marr
Italmobiliare	Enav
Unieuro	Safilo
Anima Holding	Ovs

The roles of non-executive Chair of Italian listed companies comparable to Esprinet as in terms of governance structure, size and capitalisation were selected.

The second panel adopted is the Spencer Stuart *Italy Board Index*, which includes Esprinet (Secondary Panel).

For the Chief Executive Officer of the company, two panels were identified, as described below:

European Panel

Also Holding AG	Grafton Group Plc
Amplifon Spa	Kion Group AG
Computacenter Plc	Sesa
Dixons Carphone Plc	SIG Plc
Electrocomponents	UDG Healthcare Plc
Studio Retail Group	Unieuro

The European Panel includes European listed companies operating mainly in the b2b distribution of various products, ICT or retail and consumer electronics.

Italian Panel

Italiaonline	Tinexta
Poste Mobile	OVS
SIA	Saes Getter
Sisalpay	Sesa
Biesse	Bauli
Avio	Unieuro

The Italian Panel includes listed and unlisted Italian companies providing services based on important ICT platforms of comparable size in terms of capitalisation and employees. The unlisted companies were selected on the basis of job level comparable to that of the Esprinet CEO.

For the directors and the Board of Statutory Auditors, the following panel of listed Italian companies was adopted, comparable in terms of capitalisation, turnover and number of employees.

Amplifon	I.M.A.
Tod's	Interpump Group
Piaggio	Marr
Biesse	OVS
Danieli & C.	Datalogic
De longhi	Sesa
Fila	Unieuro

6. REMUNERATION FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

The fixed remuneration for the Chairman of Esprinet consists of a fixed gross annual component for the responsibilities assigned thereto, divided into:

- remuneration pursuant to Article 2389, paragraph 1, of the Italian Civil Code, in the capacity as director, in the amount of 30,000 euro
- remuneration pursuant to Article 2389, paragraph 3, of the Italian Civil Code, in the capacity as Chairman, in the amount of 420,000 euro

The total annual remuneration, equal to 450,000 euro, is significantly higher than the third market quartile of the Primary Panel and in line with the average of the Secondary Panel. The fixed remuneration is unchanged with respect to the previous three-year period, while the variable component that, in the previous three-year period, amounted to approximately 600,000 euro per year, was eliminated.

Benefits

The Chairman is also entitled to a package of benefits, represented by the personal use of a company car and mobile phone, the provision of free annual medical check-ups, and civil liability cover (through "D&O-Director&Officers" policies).

However, no social security or pension schemes are provided, other than the mandatory forms.

Benefits provided for termination of office

An indemnity is payable for early termination of employment for the Chairman.

In particular, in the event of dismissal without just cause, the payment of an all-inclusive amount equal to twice the fixed remuneration is provided for.

This indemnity will not be paid if the relationship is terminated due to the achievement of results that are objectively inadequate.

In the event of revocation of the office and/or mandate, without just cause, the Company shall pay to the Chairman of the Company an indemnity for early termination of Director's position equal to 900,000 euro each (lump sum), an amount that is about twice his/her yearly remuneration.

Non-compete and non-solicitation agreement

A non-compete and non-solicitation agreement applies for the Chairman, executed only upon termination of employment.

These agreements shall have an 18-month duration and cover Europe and the Mediterranean basin. They shall provide for the payment of a consideration of around 16 months' fixed compensation, i.e. 600,000 euro.

7. REMUNERATION OF NON-EXECUTIVE DIRECTORS

The remuneration of non-executive directors and independent directors corresponds to the remuneration for the office of 30,000 euro for the three-year period 2021-2023.

The remuneration of Non-Executive Directors contains no variable components and in particular, there are no forms of remuneration linked to the achievement of financial targets set by the Company, nor are such Directors the beneficiaries of share-based remuneration plans.

There is no reimbursement of expenses for their duties.

The remuneration of Esprinet directors is in line with the median of the reference market.

Remuneration for participation in Committees and for the role of Deputy Chairman

An additional annual fee of 23,400 euro is envisaged for the role of Deputy Chairman.

Non-executive Directors are granted an additional compensation for serving on Board committees:

Committee	Chairman's remuneration	Remuneration of other members
Control and Risks Committee	€23,400	€18,000
Nomination and Remuneration Committee	€23,400	€18,000
Competitiveness and Sustainability Committee	€23,400	€18,000

The Competitiveness and Sustainability Committee, if established, may include among its members the Chairman, the Chief Executive Officer or any other Executive Directors, who receive no additional compensations for that role.

The remuneration of the Chairman of the Control and Risk Committee is in line with the market median, while that of the members of the same committee is higher than the market median. The remuneration of the Chairman of the Nomination and Remuneration Committee is higher than the market median, while that of the members stands at the high end of the market.

Remuneration for members of the Board of Statutory Auditors

For the members of the Board of Statutory Auditors, the annual remuneration proposed to the Shareholders' Meeting is 45,000 euro to the Chairman and 40,000 euro for the other members. Expenses are reimbursed on the basis of costs incurred in the performance of their duties.

The remuneration of the Chairman of the Board of Statutory Auditors is lower than the market median, while that of the statutory auditors is positioned at the high end of the market.

8. REMUNERATION OF THE CHIEF EXECUTIVE OFFICER

The remuneration of Chief Executive Officer consists of the following components:

- a) Fixed remuneration broken down into:
- Remuneration for the office;
 - Remuneration for special assignments and duties;

- b) Short-term variable remuneration for the Chief Executive Officer, based on specific financial/economic performance and sustainability targets at the consolidated group level (*bonus*); it is planned to defer the over-performance bonus for one year, with such deferment being subject to *malus*.
- c) Long-term incentive system consisting of two components. The first component ("Basic") is based on a Performance Share Plan, subject to specific economic and financial performance and sustainability objectives at the consolidated Group level. The second component ("Double Up") is associated with the performance of the share in accordance with the instructions of the Corporate Governance Committee.
- d) *Benefits*.
- e) Ancillary benefits including:
- a component in the form of indemnities for early termination of the management relationship;
 - a non-compete and non-solicitation clause applicable within the Group with a consideration that is paid when the relationship comes to an end.

The total remuneration of the Chief Executive Officer (i.e. the fixed remuneration, short-term variable remuneration and long-term incentive system) is below the median of the European reference market, while it is positioned in the third market quartile considering the market Italian.

Fixed remuneration

The fixed remuneration of the Chief Executive Officer is defined in relation to market levels for comparable positions and updated periodically in accordance with market conditions and individual performance. It is structured as follows:

Position	Remuneration for the position	Remuneration for delegations and special duties	Total fixed remunerations
Chief Executive Officer	€30,000	€420,000	€450,000

These amounts also include any remuneration arising from participation in Boards of Directors of subsidiaries.

Short-term variable remuneration

The short-term variable remuneration (annual bonus) takes the form of a monetary reward for the achievement of certain yearly financial, economic and sustainability results on a consolidated basis.

It is designed to direct the Chief Executive Officer's efforts toward the achievement of annual budget targets that are in any case deemed consistent with the company's strategic plan and consequently in line with value creation over a longer time frame.

To that end the targets related to this part of the remuneration package are usually set for each reporting year, at the proposal of the Nomination and Remuneration Committee, in line with the Company's strategic plan.

The numerical targets of the performance indicators are considered commercially sensitive and therefore not subject to disclosure. These objectives will be identified within financial and economic parameters that are easily verifiable on the basis of consolidated financial statements data. The setting of objectives related to the Group's financial policies and its ability to service its financial debts is designed to guide management decisions to comply with the risk profile defined by the Company.

The structure of the objectives is therefore linked to the Group’s profitability and financial sustainability parameters (Adjusted EBITDA and Adjusted EBITDA/Financial Expenses with an overall 85% weight) measured on a consolidated basis and using ESG indicators, or based on Customer Satisfaction and Employee Satisfaction (with an overall 15% weight).

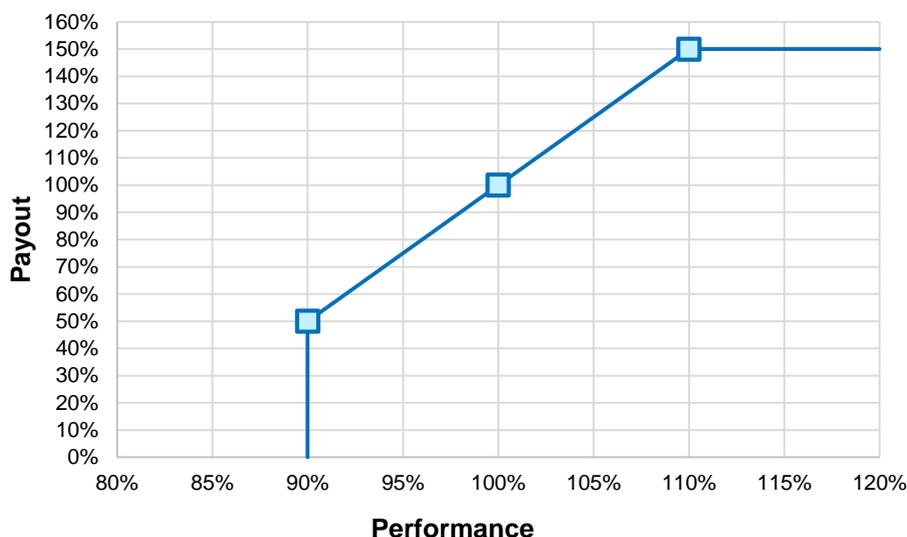
In particular, the first profitability indicator (Adjusted EBITDA) measures management’s ability to pursue the correct level of operating profitability, while the second (Adjusted EBITDA / Financial Expenses) achieves balanced development, maintaining a sustainable level of leverage with respect to the capacity to generate financial flows approximate to EBITDA.

The two ESG indicators measure customer satisfaction and employee satisfaction and well-being, respectively, as measured through two specific surveys carried out on an annual basis. The minimum threshold for the award of a bonus for Employee Satisfaction and Customer Satisfaction indices is the value resulting from the previous year’s surveys with a view to improvement. The incentive curve is structured like that of economic-financial indicators.

The following incentive curve is planned for both of these objectives:

Performance level	% of target	Payout
Threshold	90%	50%
Target	100%	100%
Maximum	110%	150%

Below the threshold level, the target is considered not achieved and therefore no target payment is made. For intermediate values, the bonus is defined by linear interpolation.



For the Chief Executive Officer, target bonus amounts are defined in terms of a fixed amount predetermined and approved by the Management Board:

Position	Threshold	Target Bonus	Maximum
Chief Executive Officer	€100,000	€200,000	€300,000

Payment of the over-performance share of the bonus is subject to a one year suspensive condition in order to discourage the assumption of excessive risk by management. This bonus share is in fact dispensed only upon reaching the year following the year when a group EBITDA level greater than zero matures.

Long-term incentive system

The long-term incentive system is divided into two components:

1. "Basic" component
2. "Double Up" component

The "Basic" Component mainly reflects the industrial performance measured in terms of Economic Profit and sustainability as far as reduction of CO2 emissions are concerned.

The "Double up" component mainly reflects the performance in terms of growth in the value of the company as far as capitalisation (share price) is concerned.

The shares under the plan, also including the shares intended for the Chief Operating Officer and a selected group of managers of the Group, will derive from the purchase of treasury shares; the maximum number of shares envisaged for both components is equal to a maximum 2.5% of the capital.

Long-term incentive system – "Basic" component

The long-term incentive system provides for the allocation of free share rights (performance share grants) conditional upon the achievement of predefined performance conditions over a three-year time frame from 2021 to 2023 (the vesting period), with the aim of ensuring that the performance and interests of shareholders and executive directors are in line, this focusing the latter's efforts on strategic group targets while achieving a close relationship between economic returns obtainable by key managers, company results and value created for shareholders.

In particular, the Chief Executive Officer is assigned a maximum number of rights equal to the ratio between the gross cash amount proposed and the fair value of the share at the allocation date.¹ The actual vesting of these rights depends on the achievement of two objectives. The first cumulative performance objective for the three years covered by the plan, defined by an economic profit indicator given by the difference between NOPAT (Net Operating Profit After Tax) and cost of invested capital, with 80% weight.

Economic Profit = NOPAT - (WACC x Net Invested Capital)

The second sustainability objective is linked to objectives for the reduction of the CO2 emissions, with 20% weight.

The target level in relation to the indicator is considered sensitive, being an integral part of the strategic plan, and is therefore not specifically set out in this report.

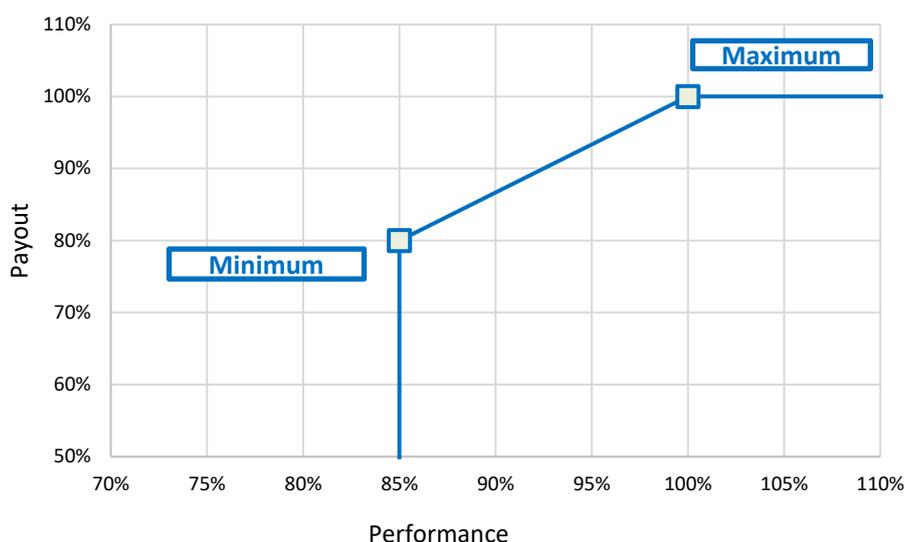
Vesting is dependent on the following incentive curve:

¹ Determined based on Esprinet's official share price, adjusted in consideration of expected volatility, the dividend yield expected and the risk-free interest rate for the vesting period of the options assigned, all relating to the day prior to the date of assignment of the rights.

Performance level	% of target	% vesting
Insufficient	< 85%	0%
Threshold	85%	80%
Maximum	100%	100%

The number of accrued rights will be defined by linear interpolation if the result attained is between 85% and 100% of the target.

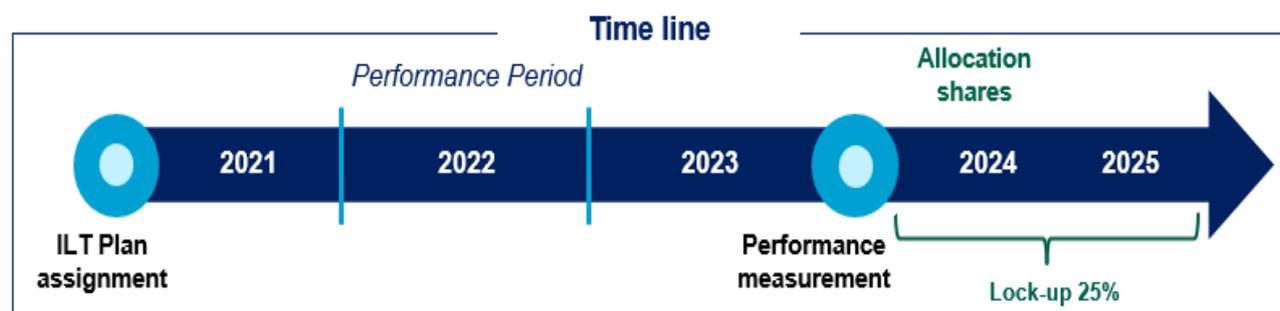
The actual vesting of rights is also conditional on continued employment within the group at the time the results for the plan performance period are validated.



The maximum number of rights that can be awarded to the beneficiaries for the three-year period 2021-2023 is defined by the Board of Directors in terms of their equivalent monetary value. The number of shares due is determined on the basis of this amount, taking into account the fair value of the Esprinet share price on the grant date.

Some sample values shown below will depend on the fair value at the date of assignment. The following table shows the fair value equal to 90% of the spot price as at 16 February.

Beneficiaries	Maximum number of estimated assigned rights	Estimated <i>fair value</i>	Monetary equivalent to the assignment
Alessandro Cattani Chief Executive Officer	86,956	10.35	€900,000



25% of the vested shares are subject to a lock-up restriction for a period of two years from the share allocation date.

Long-term incentive system – “Double Up” component

The second component of the long-term incentive plan is subject to the achievement of predefined performance conditions linked to the performance of the Esprinet share over a three-year time horizon 2021-2023 (vesting period).

The second component of the long-term incentive plan for the Chief Executive Officer will have as its target over the three-year period a total of 210,000 shares that can be vested (the “**Target Rights**”), with a minimum of 105,000 shares that can be vested (in any case, provided that the barrier threshold indicated below is reached) and a maximum of 600,000 shares that can be vested.

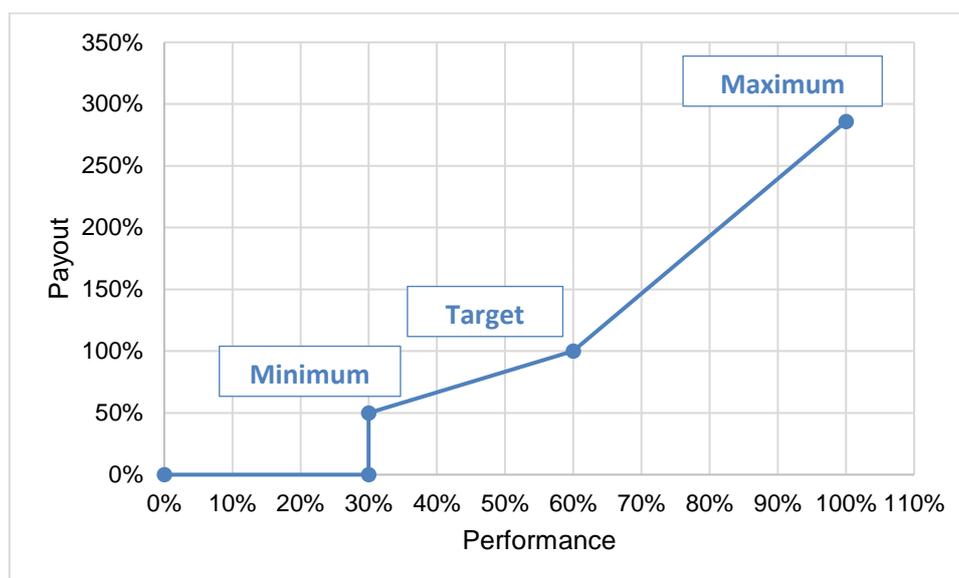
Access to this component of the plan requires a threshold value of profitability before taxes and before non-recurring income items for the fiscal year 2023 that is higher than the comparable result for the fiscal year 2020 exceeding a specified meaningful target. If this threshold is not reached, no shares will be vested.

On the other hand, in the event that the barrier threshold is reached, the average value of the share for December 2023 will be calculated and compared with the value of EUR 9.93 equal to the average value of the share for December 2020 and the following scenarios will arise:

- if the average value of the share calculated in this way has a growth of less than 30%, no rights will accrue for this supplementary component of the plan;
- for a 30% growth, 50% of the Target Rights will be vested and will grow linearly up to the target value of 100% of the Target Rights in the event of a 60% growth of the share (target);
- the rights accrued will reach the maximum value of 286% of the Target Rights in the event of further growth of the share up to a threshold of 100%, with a steeper and more rewarding incentive curve. Also in this case, there will be linear interpolation between target and maximum amount in relation to the growth between the threshold at target (+ 60%) of the share and the threshold (+100%) for reaching the maximum, beyond which a maximum of 286% of Target Rights will be vested.

Vesting is dependent on the following incentive curve:

Performance level	% of target	% vesting of the Target Rights
Insufficient	<30%	0%
Threshold	30%	50%
Target	60%	100%
Maximum	100%	286%



Any rights accrued in this second component of the plan will be added to those accrued in the first component described above.

For this second component, a two-year lock-up after the exercise of the options is also envisaged for an amount equal to 25% of the rights vested.

The following table shows the number of rights assigned and shows a sample fair value equal to 40% of the spot price as at 16 February and therefore an estimate of the monetary equivalent at the time of the assignment:

Beneficiaries	Maximum number assigned rights	Estimated <i>fair value</i>	Estimated monetary equivalent
Alessandro Cattani Chief Executive Officer	600,000	4.6	2,760,000

Benefits

The Chief Executive Officer is also entitled to a package of benefits, represented by personal use of a company car and mobile phone, the provision of free annual medical check-ups, and civil liability cover (through "D&O-Director&Officers" policies).

However, no social security or pension schemes are provided, other than the mandatory forms.

Claw-back clauses

The company provides for a claw-back clause for any form of variable remuneration, with the aim of recovering, under certain conditions and within a maximum period of two years from the date of any awards, depending on the severity of the event, an amount equivalent, in whole or in part, to the amount, net of tax, of the bonus.

This form of recovery is possible in the following cases:

- removal from office for just cause;
- conduct with intent or gross negligence on the part of the beneficiary or in violation of the law and/or regulatory provisions, if this gives rise to a serious financial and/or reputational loss for the Company;
- if the bonus was calculated on the basis of data that are subsequently identified as manifestly erroneous.

Benefits provided for termination of office

An indemnity is payable for early termination of employment to the Chief Executive Officer: In particular, in the event of dismissal of a director without just cause, the payment of an all-inclusive amount equal to twice the fixed remuneration.

This indemnity will not be paid if the relationship is terminated due to the achievement of results that are objectively inadequate.

In the event of revocation of the office and/or delegation, without just cause, the Company is bound to pay the Chief Executive Officer of the Company an indemnity for early termination of employment amounting to 900,000 euro (lump sum) equal to around twice their fixed yearly remuneration.

Non-compete and non-solicitation agreement

A non-compete and non-solicitation clause applies for the Chief Executive Officer, executed only upon termination of employment.

These agreements have an 18-month duration and cover Europe and the Mediterranean basin. They provide for the payment of a consideration of around 16 months' fixed compensation, i.e. 600,000 euro.

In the event of activation of the non-compete and non-solicitation agreement above, the maximum total amount paid to the Chief Executive Officer for the termination of the office, the amount of the indemnity for the termination of the office and of the non-compete agreement remains equal to a maximum of two years of fixed remuneration plus short-term variable remuneration.

Long-term incentive system benefits

In the event of termination of the relationship, the following provisions shall apply:

- in the case of termination of employment due to voluntary resignation or dismissal for just cause or, in the case of Directors, due to non-consensual termination of the relationship, the beneficiary, unless otherwise determined by the Board of Directors, loses all right related to share assignment without any right to indemnity and/or compensation of any kind in its favour;
- in the event of a consensual termination of employment, or in the event of termination of the aforementioned employment by the Company, not based on just cause, or in the case of a waiver or withdrawal for just cause, and in any case with adequate notice by the beneficiary, the latter shall maintain the right to incentives accrued on a "pro-rata temporis" basis as at the date of termination of employment, under the condition that the economic and financial performance measured after the date of termination is still met; this provision is also applicable in cases in which the relationship with the beneficiary is terminated by death or permanent disability;
- should one or more of the cases described above occur, the Chief Executive Officer(s) reserves the right to reassign at its discretion, within the guidelines established by the Nomination and Remuneration Committee and the objectives pursued through the Incentive System, free allocation rights to new recipients or to recipients already identified.

In addition, in the event of early termination by mutual consent of the relationship, or due to death or permanent disability, the Board of Directors, with the favourable opinion of the Nomination and Remuneration Committee, may fully or partially waive the lock-up and claw-back restrictions on the vested shares that are the objects of the assignment.

The usual provisions shall be applied to accelerate the components of the long-term incentive system in the event of significant extraordinary transactions and the launch of takeover bids.

9. REMUNERATION OF THE CHIEF OPERATING OFFICER

The remuneration of the Chief Operating Officer is broken down into the following components:

- a) Fixed remuneration: defined in relation to market levels for comparable positions and updated periodically in accordance with market conditions and individual performance. The fixed remuneration is 360,000 euro
- b) Short-term variable remuneration, as described for the Chief Executive Officer, with the only difference that, in the event of over-performance, the bonus can reach 125% of the target bonus. For the COO, the target bonus amounts are defined in terms of a fixed amount predetermined and approved by the Board of Directors:

Position	Threshold	Target Bonus	Maximum
COO	€72,000	€144,000	€180,000

- c) Long-term incentive system consisting of two components, as described for the Chief Executive Officer.
The maximum amount of the "Basic" component for the COO is equal to 420,000 euro for the three-year period and, as for the CEO, will be converted into maximum shares receivable by dividing such amount by the Fair Value of the share on the day of granting.
The second component of the long-term incentive plan for the COO will involve a total of 26,600 shares that can be vested upon achievement of the targets over the three-year period (the "Target Rights"), with a minimum of 13,300 shares that can be vested (in any case, provided that the barrier threshold is reached) and a maximum of 76,000 shares that can be vested.

With regard to the second "Double Up" component, the following table shows the number of rights assigned to the COO and shows a sample fair value equal to 40% of the spot price as at 16 February and therefore an estimate of the monetary equivalent at the time of assignment:

Beneficiaries	Maximum number assigned rights	Estimated fair value	Estimated monetary equivalent
Giovanni Testa Chief Operating Officer	76,000	4.6	349,600

- d) *Benefits*: the COO is also entitled to a package of benefits, represented by personal use of a company car and mobile phone, the provision of free annual medical check-ups, and civil liability cover (D&O policies).
However, no social security or pension schemes are provided, other than the mandatory forms.
- e) Clawback clauses: the same clauses apply to the Chief Executive Officer
- f) Ancillary benefits including:
 - Treatment set out for the termination of office: for the termination of employment, the compensation envisaged by the National Collective Labour Agreement for tertiary managers applies. With reference to the short-term variable remuneration, it will not be due if the COO resigns on the date of payment of the same and/or in the notice period, if there is a dismissal for just cause;
 - Non-compete and non-solicitation agreement: envisaged for a period of 12 months from the time of termination of employment with the Company, for any cause. As consideration for the non-compete agreement, the Company shall pay, in the event of termination of employment, for any cause, the amount of 180,000 euro. This remuneration will be paid, in the event of regular fulfilment of all the obligations included in the non-compete agreement, in 12 deferred monthly instalments, starting from the month following the date of termination of employment;

- Long-term incentive system benefits: same clauses envisaged for the Chief Executive Officer

The total remuneration of the Chief Operating Officer (i.e. the amount of fixed remuneration, short-term variable remuneration and long-term incentive system) is above the median of the reference market.

10. REMUNERATION OF EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

Currently, no executives with strategic responsibilities have been identified apart from the Executive Directors and the Chief Operating Officer.

The policy for the remuneration of key management personnel who are not directors of the company follows roughly the same approach described above for the CEO and the COO and is therefore made up of:

- a) Fixed remuneration, which may include a component of remuneration linked to Group non-compete and non-solicitation agreements;
- b) Variable short-term remuneration for immediate disbursement – subject to the deferral of a substantial portion – based on specific economic-financial and sustainability performance objectives at the consolidated group level (bonuses);
- c) Long-term variable incentive system consisting of two components;
- d) Benefits package.

If executives with strategic responsibilities are identified, the Nomination and Remuneration Committee will evaluate the remuneration package in relation to market practices for comparable positions, including with the support of independent external advisors. However, the total value of the remuneration package for key management personnel must not be higher than that provided for Executive Directors.

SECTION II

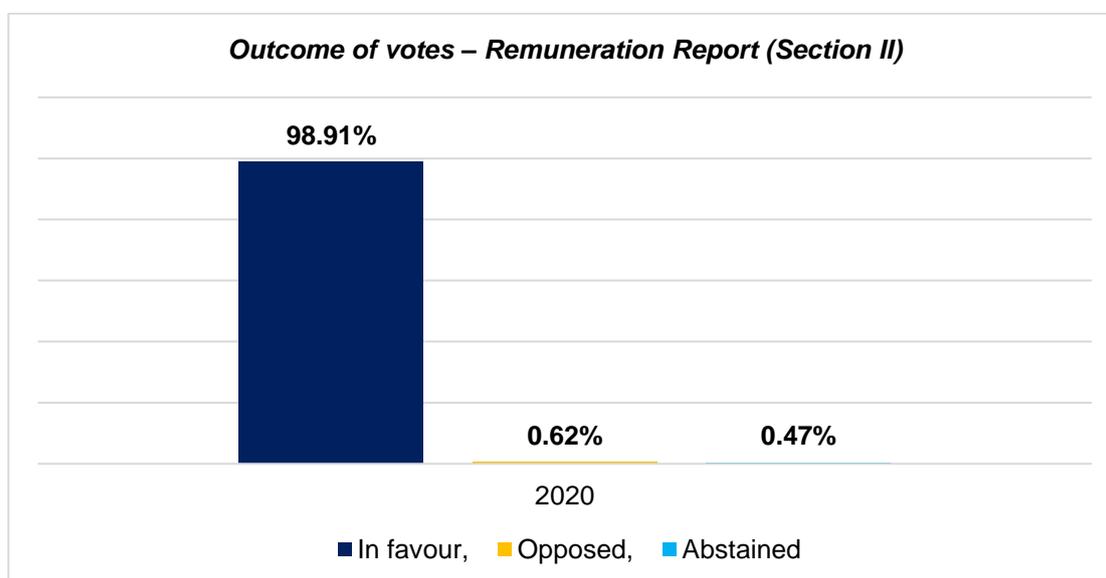
1. INTRODUCTION

This section, prepared pursuant to Article 123-ter of the TUF, illustrates the compensation paid to Executive and Non-Executive Directors and to the members of the Board of Statutory Auditors of the Company and its subsidiaries.

This Section is subject to a non-binding vote by the Shareholders' Meeting, as provided in Article 123-ter of Legislative Decree No. 58 of 24 February 1998 (the Consolidated Law on Finance or TUF updated in accordance with Legislative Decree No. 49 of 10 May 2019).

The entity responsible for carrying out the statutory audit of the financial statements verifies that the directors have prepared this Section, in accordance with Article 123-ter of the TUF (as updated by the Legislative Decree of 10 May 2019).

In accordance with current legislation, the Shareholders' Meeting of 2020 has expressed a favourable opinion on Section II of the 2020 Remuneration Report, with 98.91% of the participants voting in favour.



The implementation of the Policy in 2020, as verified by the Nomination and Remuneration Committee at the meeting of 1 March 2021 during the scheduled assessment of the Corporate Governance Code, was consistent with the Company's overall performance and with the provisions of the 2020 Remuneration Policy, as set out below.

2020 business results

The year 2020 was characterised by the Covid-19 pandemic emergency, which led to significant impacts at the macroeconomic level. Despite this context, the Esprinet Group confirmed the strength of its business model, recording excellent overall performance in a particularly critical phase of the economic situation such as the current one.

With regard to the Company's overall performance, in 2020 the Esprinet Group recorded a structural improvement in the main value creation indicators summarised by the ROCE, standing at about 25.1% compared to 9.8% in 2019.

Revenues from contracts with customers amounted to 4,492 million euro in 2020, +14% compared to 3,945 million euro in 2019, with +10% in the *Consumer Electronics* segment driven by the growth of Smartphones (+15%) and Household Appliances (+15%) and +20% in the *IT Clients* segment due to the strong increase in PCs (+25%). According to Context data, in 2020 the *IT Clients* market recorded a growth of +16%, driven by the strong increase in demand for PCs (+27%), while Printing recorded a performance of -3%. In the *Consumer Electronics* market (+8%), the growth drivers were Smartphones (+4%) and Household Appliances (+16%).

Net Profit for 2020 came in at 31.8 million euro, up by 35% year-on-year (23.6 million euro), whereas net profit per ordinary share (0.63 euro) improved by 37% (0.46 euro).

The 8-day Cash Conversion Cycle indicates a trend of continuous improvement compared with 2019 (23 days), this being the best result posted in the last 16 quarters.

The net financial position is positive for 302.8 million euro and shows an improvement of 30.5 million euro compared with 272.3 million euro at 31 December 2019.

Lastly, the two sustainability indicators also improved, with Corporate Employee Engagement standing at 3.57 (3.32 in 2019), while Corporate Customer Satisfaction was 24.40 (23.93 in 2019).

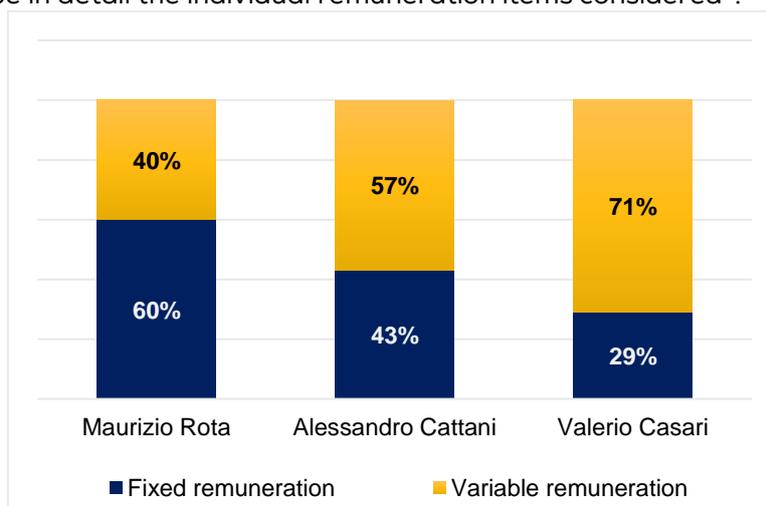
In this particular context, it is also significant to highlight how the Company has supported the operations of its employees, adopting remote working methods and exploring remote working methods, without resorting to measures such as the 'Cassa Integrazione' wage guarantee fund or the reduction of employee working hours.

2. REMUNERATION OF EXECUTIVE DIRECTOR MEMBERS

The remuneration paid to the Executive Directors in 2020 per individual remuneration package component.

Proportion between fixed and variable remuneration paid

In compliance with the provisions introduced by the update of the Issuers' Regulation, the proportion between the fixed and variable remuneration pertaining to 2020 is shown below¹. The following paragraphs describe in detail the individual remuneration items considered².



¹ With regard to the Performance Share Plan, the fair value of equity compensation is considered as per Table 1

² It should be noted that the remuneration data of CFO Valerio Casari refer to the period of office ended on 27 July 2020, while the variable remuneration of Chairman Maurizio Rota includes only the long-term variable remuneration

Fixed remuneration

Executive Directors were paid the following fixed remunerations for the offices held:

Name	Fixed remuneration
Maurizio Rota	€450,000
Alessandro Cattani	€450,000
Valerio Casari	€201,670

Short-term variable remuneration

In 2020, the performance level linked to the recognition of the bonus is higher than the objectives assigned except for the Corporate Customer Satisfaction indicator, which is slightly below the target value.

The following table summarises the annual achievement levels of the 2020 target in accordance with their definition at the time of allocation.

Performance indicators	Target	2020 results	Payout
Adj. EBITDA gross of economic effects of the STIP	€58,500,000	€69,427,000	150%
Adj. EBITDA gross of the economic effects of the STIP/financial expenses	5x	12.87x	150%
Corporate Employee Engagement	3.41	3.57	150%
Corporate Customer Satisfaction	24.71	24.40	80.5%

Given the performance level achieved for the 2020 targets, the accrued bonus is equal to:

Name	Payable/Paid	Deferred	Total
Alessandro Cattani	€197,071	€92,500	€289,571
Valerio Casari	€160,000	€80,000	€240,000

In 2020, Chairman Maurizio Rota unilaterally waived the bonus for the period and the deferred portion of 2018.

Long-term variable remuneration: 2018-2020 performance share plan

Executive Directors are included among the beneficiaries of the 2018-2020 Performance Share Plan.

In 2018, share option rights were allocated through the 2018-2020 Performance Share Plan, approved by the Shareholders' Meeting on 4 May 2018.

The 2018-2020 Performance Share Plan provides an opportunity to assign option rights to Group employees as well as to a number of Executive Directors, up to a maximum of 1,150,000 shares.

The achievement level of the Economic Profit target linked to the 2018-2020 Performance Share Plan is in line with the target level envisaged by the Plan for the years 2018 and 2019.

The Plan beneficiaries include a number of directors of the subsidiaries of Esprinet S.p.A.

The cost recognised in the financial statements in the tax years covering the duration of the Plan depends, based on IFRS 2 ("Share-based payment"), on the value of Esprinet shares on the grant date, adjusted to take account of the dividend yield (determined on the basis of the last dividend paid) and the risk-free interest rate on the grant date.

Specifically, a fair value personnel cost will be recognised in the profit and loss account, equal to the fair value of each stock option, multiplied by the total number of shares granted, while also taking into account the average turnover rate for each category of Beneficiaries, as well as the likelihood of achieving the targets on which the award of share options depends.

In the 2020 financial year, this expense amounts to 854,304 euro for Executive Directors, and is recognised over the duration of the vesting period, as required by IFRS 2.

Benefits

The non-monetary benefits reserved for Executive Directors amounted to 11,000 euro

Indemnity for termination of employment

In July 2020, the CFO, Valerio Casari, resigned, for personal reasons, from his position as Managing Director and Group Chief Financial Officer of Esprinet S.p.A., 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 the Company accepted the resignation of Valerio Casari.

The agreement for the termination of relations with Valerio Casari was approved by the Company's Board of Directors, with the favourable opinion of the Nomination and Remuneration Committee. Pursuant to the agreement, and in line with the provisions of the Remuneration Policy approved by the Esprinet Shareholders' Meeting, the Company paid Valerio Casari, in addition to the pro rata of the fixed remuneration accrued and the severance pay due in compliance with the law: (i) an indemnity for the termination of employment between the Company and Valerio Casari in the amount of 680,000 euro; (ii) the payment of the variable remuneration set forth for the office, up to a maximum annual amount of 240,000 euro gross, of which the portion linked to the over-performance, equal to 80,000 euro gross, with payment deferred to the following year; (iii) the payment of a consideration of 470,000 euro gross by way of consideration for the non-compete and non-solicitation agreements; (iv) the granting of a number of rights for the free assignment of an equal number of ordinary shares to be calculated, on a *pro rata temporis* basis, with respect to the overall vesting period, based on the maximum number of assignment rights attributed to Valerio Casari; (v) the contribution of 30,000 euro, plus VAT and CPA, to legal expenses incurred by Valerio Casari in relation to the agreement, (vi) the use of the company car until 30 April 2021.

The non-compete and non-solicitation agreement will have a duration of eighteen months from the date of termination of employment and will be extended to Italy, Spain and Portugal. The consideration for the non-compete and non-solicitation agreement was paid in a single instalment in the month following the date of termination of the contract.

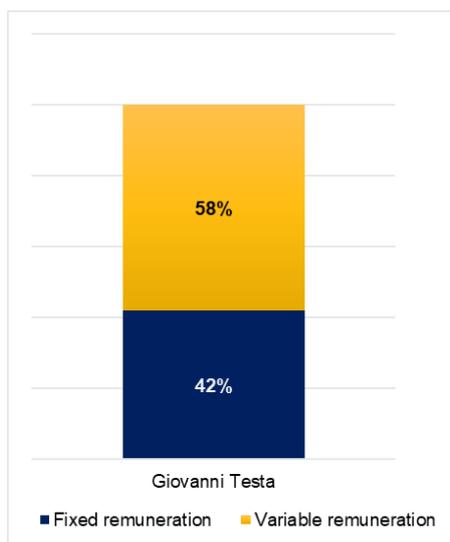
It should be noted that there are no agreements that provide for the stipulation of consulting contracts for a period subsequent to the termination of the relationship.

3. COMPENSATION OF THE CHIEF OPERATING OFFICER

In July 2020, the Company's Board of Directors, with the favourable opinion of the Nomination and Remuneration Committee, appointed Giovanni Testa.

Proportion between fixed and variable remuneration paid

In compliance with the provisions introduced by the update of the Issuers' Regulation, the proportion between the fixed and variable remuneration pertaining to 2020(August/December) is shown below¹; the following paragraphs describe in detail the individual remuneration items considered.



Fixed remuneration

For the period of office (August/December), the Chief Operating Officer (“COO”) was paid the following fixed remuneration:

Name	Fixed remuneration
Giovanni Testa	€154,000

Short-term variable remuneration

As reported in paragraph 2 above related to short-term variable remuneration, in 2020 the performance level linked to the recognition of the bonus is higher than the objectives assigned except for the Corporate Customer Satisfaction indicator.

Given the performance level achieved for the 2020 objectives, the bonus accrued by the COO during his office is equal to:

Name	Awarded	Deferred	Total
Giovanni Testa	€141,891	€33,300	€175,191

Long-term variable remuneration: 2018-2020 performance share plan

Since 2018, the Chief Operating Officer has been included among the beneficiaries of the *2018-2020 performance share* plan as an Executive of Esprinet.

For the COO office period, this expense amounted to 35,188 euro and is recognised over the duration of the vesting period, as required by IFRS 2.

¹ With regard to the Performance Share Plan, the fair value of equity compensation is considered as per Table 1

Benefits

The amount of non-monetary benefits reserved for the Chief Operating Officer amounted to 1,000 euro

4. REMUNERATION PAID TO NON-EXECUTIVE DIRECTORS

In total the following fees were paid to non-executive directors during 2020:

Fixed remuneration paid	Remuneration for Committees	Total remunerations
€270,000	€219,600	€489,600

5. REMUNERATION PAID TO THE BOARD OF STATUTORY AUDITORS

The remuneration paid in 2020 to members of the Board of Auditors totalled 125,000 euro, excluding charges and VAT.

Specifically, 45,000 euro were allocated to the Chairman of the Board of Auditors and 40,000 euro to each of the Statutory Auditors.

A total of 1,000 euro was also paid for the reimbursement of expenses incurred in the performance of duties carried out

6. CHANGE IN THE REMUNERATION OF EXECUTIVE DIRECTORS IN RELATION TO THE AVERAGE REMUNERATION OF EMPLOYEES AND COMPANY PERFORMANCE

In line with the provisions introduced by CONSOB in the update of the Issuers' Regulation and in light of the remuneration levels highlighted above, comparative indications are provided below, for the years 2019 and 2020 or for the shorter period of tenure of the parties, of the annual change:

- the total remuneration of the members of the Board of Directors and of the Board of Statutory Auditors in office in 2020, calculated as the sum of fixed and variable short and long-term remuneration¹ and benefits;
- of the results of the company (expressed in terms of average share price and net profit);
- of the average gross annual remuneration of Esprinet Group employees at 31 December 2020 (managers/executives, middle managers, white-collar workers), calculated as the sum of fixed and variable short and long-term remuneration.

Board of Directors		2020 vs. 2019
Maurizio Rota	Chairman	-28%
Alessandro Cattani	Chief Executive Officer	+6%
Valerio Casari ²	Executive Director (CFO)	-13%
Marco Monti	Director	0%
Matteo Stefanelli	Director	0%
Tommaso Stefanelli	Director	0%
Mario Massari	Director	0%
Chiara Mauri	Director	0%
Cristina Galbusera	Director	0%
Emanuela Prandelli	Director	0%
Ariela Caglio	Director	0%
Renata Maria Ricotti	Director	0%

¹ Sum of the columns "Total" and "Fair value of equity compensation" of Table 1

² In office until 27/07/2020

Giovanni Testa ¹	Chief Operating Officer (GM)	n.a.
Board of Statutory Auditors		
Bettina Solimando	Chairman of the Board of Statutory Auditors	0%
Patrizia Paleologo Oriundi	Statutory auditor	0%
Franco Aldo Abbate ²	Statutory auditor	+4%
Corporate performance		
Net income		+114%
Average price per share		+56%
Average remuneration of the employees		
Esprinet Group employees		-0.7%

¹ In office since 27/07/2020

² Including the emolument of Statutory Auditor in the subsidiary 4Side S.r.l.

COMPENSATION PAID IN 2020

TABLE 1 – Compensation paid to members of the administrative and auditing bodies, to Chief Operating Officers and to other Executives with strategic responsibilities

The compensation paid to Directors, the Chief Operating Officer and Statutory Auditors and their names are shown in Table 1 below.

All persons who held the above positions during the year are included, even if they only held the position for a fraction of the year. Separate details are given of the payments received by subsidiaries and/or associates.

In particular:

- the column "Fixed compensation" shows, on an accrual basis, the fixed remuneration, gross of social security charges and taxes payable by the employee; lump-sum reimbursements of expenses and attendance fees are excluded insofar as these are not provided for;
- the column "Remuneration from subordinate employment" shows, on an accrual basis, the remuneration from subordinate employment gross of social security charges and taxes payable by the employee, excluding compulsory collective social security charges payable by the Company and the severance pay reserve. Lump-sum reimbursements of expenses and attendance fees are excluded as these are not provided for;
- the column "Compensation for committee participation" shows, on an accrual basis, the compensation to be paid to Directors for their participation in the Committees set up by the Board;
- the "Non-equity variable remuneration" column shows, under "Bonuses and other incentives", the amounts of remuneration according to the monetary incentive plans on an accrual basis, even if the approval of the Financial Statements has not yet taken place, and also for the part of the incentive subject to deferral;
- the column "Profit sharing" contains no figures as there are no forms of profit sharing;
- the column "Non-monetary benefits" shows, on an accrual and taxable basis, the value of the fringe benefits granted;
- the column "Other remuneration" contains no figures insofar as there is no additional remuneration arising from other services provided;
- the column "Total" shows the sum of the amounts in the previous items;
- the column "Fair value of equity compensation" shows the fair value applicable in that year in relation to the share option plans in existence, estimated according to international accounting principles that distribute the respective cost over the vesting period;
- the "Indemnities for termination of office or termination of employment" column shows the indemnity for the termination of the office of Executive Director and Chief Financial Officer Valerio Casari.

Table 1 – Compensation paid to the members of the administrative bodies, to the General Managers and to other Executives with strategic responsibilities

(figures in EUR/000)

Name and surname	Position	Period during which the office was held	Term of office	Fixed compensation			Non-equity variable compensation			Total	Fair value of equity compensation ^(a)	Indemnity for termination of office or termination of employment
				Fixed compensation	Remuneration from employment	Compensation for participation in committees	Bonuses and other incentives ^(b)	Profit sharing	Non-monetary benefits ^(c)			
Maurizio Rota	Chairman	01.01/31.12.2020	2021 ⁽¹⁾	450	-	-	-	-	5	455	299	
Alessandro Cattani	Chief Executive Officer	01.01/31.12.2020	2021 ⁽¹⁾	450	-	-	290	-	4	744	299	
Marco Monti	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	18	-	-	-	48	-	
Matteo Stefanelli ⁽³⁾	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	41	-	-	-	71	-	
Tommaso Stefanelli ⁽⁴⁾	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	41	-	-	-	71	-	
Mario Massari ⁽⁵⁾	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	47	-	-	-	77	-	
Chiara Mauri ⁽⁶⁾	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	18	-	-	-	48	-	
Cristina Galbusera ⁽⁵⁾	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	36	-	-	-	66	-	
Emanuela Prandelli	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	-	-	-	-	30	-	
Ariela Caglio	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	-	-	-	-	30	-	
Renata Maria Ricott ⁽⁷⁾	Director	01.01/31.12.2020	2021 ⁽¹⁾	30	-	18	-	-	-	48	-	
Valerio Casari	Director	01.01/27.07.2020	2021 ⁽¹⁾	47	155	-	240	-	2	444	257	
Giovanni Testa	Chief Operating Officer	27.07/31.12.2020		-	154	-	175	-	1	330	35	
Bettina Solimando	Chairman of the Board of Statutory Auditors	01.01/31.12.2020	2021 ⁽¹⁾	45	-	-	-	-	-	45	-	
Patrizia Paleologo Oriundi	Statutory auditor	01.01/31.12.2020	2021 ⁽¹⁾	40	-	-	-	-	-	40	-	
Franco Aldo Abbate	Statutory Auditor	01.01/31.12.2020	2021 ⁽¹⁾	40	-	-	-	-	-	40	-	
(I) Fees to the company preparing the financial statements				1.342	309	220	705	-	12	2.588	890	
Franco Aldo Abbate	Statutory Auditor. 4Side S.r.l.	01.01/31.12.2020	2022 ⁽¹¹⁾	10	-	-	-	-	-	10	-	
(II) Remuneration from subsidiaries and associates				10	-	-	-	-	-	10	-	
(III) Total				1.352	309	220	705	-	12	2.598	890	

⁽¹⁾ Date of approval of the financial statements for the year ending 31 December 2020.

⁽²⁾ Marco Monti – Compensation for participation in the Strategy Committee.

⁽³⁾ Matteo Stefanelli – Compensation for participation in the Strategy Committee, 18 thousand euro, and in the Competitiveness and Sustainability Committee, 23 thousand euro.

⁽⁴⁾ Tommaso Stefanelli – compensation for participation in the Strategy Committee, 23 thousand euro and in the Competitiveness and Sustainability Committee, 18 thousand euro.

⁽⁵⁾ Compensation for participation in the Control and Risk Committee and in the Remuneration and Nomination Committee. The compensation refers to the overall remuneration for the participation in both Committees.

⁽⁶⁾ Compensation for participation in the Nomination and Remuneration Committee.

⁽⁷⁾ Compensation for the participation in the Control and Risk Committee

⁽⁸⁾ See Table 3B "Bonus for the year payable/paid" and "Deferred bonus for the year"

⁽⁹⁾ "Fringe benefit" represented by the use of the company car.

⁽¹⁰⁾ See Table 3A (corresponds to the national cost recognised in 2020).

⁽¹¹⁾ Date of approval of the financial statements for the year ending 31 December 2021.

TABLE 3A – Incentive plans based on financial instruments other than stock options, for members of the Board of Directors, General Managers and other Executives with strategic responsibilities

Table 3 below shows the stock grants attributed to the individual directors and to the Chief Operating Officer.

In particular, free assignment rights on Esprinet shares exercisable once three years have elapsed after the date of assignment are shown.

The table shows, in the column "Financial instruments of the year", the figure contained in the column "Fair value of equity compensation" from Table 1.

Table 3A – Incentive plans based on financial instruments other than stock options, for members of the Board of Directors, General Managers and other Executives with strategic responsibilities

(figures in EUR/000)

Name and surname	Position	Plan	Financial instruments assigned in previous years, "not vested" during the year			Financial instruments assigned during the year			Market price at the granting date in euro	Financial instruments vested during the year and to be allocated	Financial instruments not allocated during the year and vested during the year	Financial instruments pertaining to the year
			Number and type of financial instrument	Vesting period	Number and type of financial instrument	Fair value on the assignment date	Vesting period	Assignment date				
Maurizio Rota	Executive Chairman	"Stock grant" (Approved by the BoD on 14/05/2018)	264.343 ordinary shares of Esprinet S.p.A.	from 25/06/2018 to 07/04/2021 ⁽¹⁾							299	
Alessandro Cattani	Chief Executive Officer	"Stock grant" (Approved by the BoD on 14/05/2018)	264.343 ordinary shares of Esprinet S.p.A.	from 25/06/2018 to 07/04/2021 ⁽¹⁾							299	
Valerio Casari	Director	"Stock grant" (Approved by the BoD on 14/05/2018)	242.314 ordinary shares of Esprinet S.p.A.	from 25/06/2018 to 07/04/2021 ⁽¹⁾							257	
Giovanni Testa ⁽²⁾	Chief Operating Officer	"Stock grant" (Approved by the BoD on 14/05/2018)	75.000 ordinary shares of Esprinet S.p.A.	from 25/06/2018 to 07/04/2021 ⁽¹⁾							35	
Total											890	

⁽¹⁾ Date of the Shareholders' Meeting for the approval of the Financial Statements at 31 December 2020 and presentation of the Consolidated Financial Statements at 31 December 2020

⁽²⁾ Fair value calculated pro rata tempore from the date of appointment

TABLE 3B – Monetary incentive plans for members of the Board of Directors, General Managers and other Executives with strategic responsibilities

The following Table 3B shows the short and long-term variable monetary incentives payable to Executive Directors and to the Chief Operating Director.

In particular:

- the column "Bonus of the year – payable/paid" shows the short-term variable incentive payable, based on the final performance achieved by the competent company bodies in relation to the targets set for that year;
- the column "Bonus of the year – deferred" shows the variable short-term amount for which payment is deferred for a period of one year from the time of accrual;
- the column "Bonuses of previous years – no longer payable" shows the amount of the bonus deferred from previous years still to be paid out at the start of the year and which are no longer payable because of a unilateral waiver by the beneficiary;
- the column "Bonuses of previous years – payable/paid" shows bonuses deferred from previous years still to be paid out at the start of the year and paid or payable during the year;
- the column "Bonuses of previous years – still deferred" contains no figures, as there are no deferred bonuses from previous years that have been deferred again;
- the column "Other bonuses" contains no figures, as there are no other bonuses awarded.

The sum of the amounts shown in the column "Bonus of the year – payable/paid" and the column "Bonuses of the year – Deferred" corresponds to the column "Bonus and other incentives" of Table 1.

Table 3B – Monetary incentive plans for members of the Board of Directors, General Managers and other Executives with strategic responsibilities

(figures in EUR/000)

Name and surname	Position	Plan	Bonus of the year			Bonus from previous year			Other Bonuses
			Payable/Paid	Deferred	Deferral period	No longer eligible for payment	Payable/Paid	Still deferred	
Maurizio Rota ⁽¹⁾	Executive Chairman	2020 Annual Monetary Incentive Plan	-	-	2020	90	51	-	
Alessandro Cattani	Chief Executive Officer	2020 Annual Monetary Incentive Plan – BoD 27 July 2020	197	93	2020	-	51	-	
Valerio Casari	Director	2019 Annual Monetary Incentive Plan – BoD 27 July 2020	160	80	2020	-	41	-	
Giovanni Testa	Chief Operating Officer	2020 Annual Monetary Incentive Plan – BoD 27 July 2020	142	33	2020	-	-	-	
(I) Total fees to the company preparing the financial statements			499	206		90	143	-	
(II) Total fees from subsidiaries and associates			-	-		-	-	-	
(III) Total			499	206		90	143	-	

⁽¹⁾ The portion of bonuses from previous years of the Executive Chairman is no longer payable due to his unilateral waiver.

SHAREHOLDINGS OF MEMBERS OF THE EXECUTIVE AND SUPERVISORY BODIES AND EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

The above table illustrates shareholdings in the Company and its subsidiaries at the start and end of the year, together with any sales and purchases.

Name	Position	No. of shares as at 31/12/2019 or at the date of appointment †	No. of shares purchased	No. of shares sold	Received as donations	No. of shares as at 31/12/2020 or at the date of termination of office
Maurizio Rota ^{(1) (2)}	Chairman	2,741,378	953,746	-	-	3,695,124
Alessandro Cattani ⁽²⁾	Chief Executive C	677,527	246,254	-	-	923,781
Valerio Casari	Director	-	-	-	-	-
Marco Monti ⁽³⁾	Director	2,058,017	-	-	686,006	2,744,023
Matteo Stefanelli	Director	834,507	-	-	-	834,507
Tommaso Stefanelli	Director	885,000	-	(85,000)	-	800,000
Mario Massari	Director	-	-	-	-	-
Renata Maria Ricotti	Director	-	-	-	-	-
Chiara Mauri	Director	-	-	-	-	-
Cristina Galbusera	Director	-	-	-	-	-
Emanuela Prandelli	Director	-	-	-	-	-
Ariela Caglio	Director	-	-	-	-	-
Total Board of Directors		7,196,429	1,200,000	(85,000)	686,006	8,997,435
Bettina Solimando	Chairman	-	-	-	-	-
Patrizia Paleologo Oriundi	Statutory Auditor	-	-	-	-	-
Franco Aldo Abbate	Statutory Auditor	-	-	-	-	-
Total Board of Statutory Auditors		-	-	-	-	-
Giovanni Testa	Chief Operating Officer	3,980	-	-	-	3,980
Total Chief Operating Officer		3,980	-	-	-	3,980

⁽¹⁾ holder of usufructuary right

⁽²⁾ Indirectly through Axopa S.r.l.

⁽³⁾ bare owner



INFORMATION DOCUMENT

PREPARED IN ACCORDANCE WITH ARTICLE 114-BIS OF LEGISLATIVE DECREE
58/98 (THE ITALIAN CONSOLIDATED LAW ON FINANCE, OR TUF) AND ART. 84-BIS
OF THE ISSUERS' REGULATION 11971/99 AS SUBSEQUENTLY AMENDED

STOCK GRANT PLAN FOR ORDINARY SHARES OF ESPRINET S.P.A. IN FAVOUR OF
ESPRINET S.P.A. EXECUTIVE DIRECTORS AND MANAGERS

VIMERCATE, 21 MARCH 2018

Esprinet S.p.A.

VAT number: IT 02999990969

Milan, Monza-Brianza and Lodi Companies Register and Tax Number: 05091320159 R.E.A. MB-1158694

Registered office and administrative headquarters: Via Energy Park 20 - 20871 Vimercate (MB)

Share capital subscribed and paid in as at 31/12/2017: Euro 7,860,651

www.esprinet.com - info@esprinet.com

DEFINITIONS

Shares:	Esprinet S.p.A. ordinary shares listed on the MTA organised and managed by Borsa Italiana S.p.A.
Shareholders' Meeting:	the meeting of shareholders of Esprinet S.p.A.
Code or	
Corporate Governance Code:	the Corporate Governance Code for listed companies as supplemented and amended in July 2015
Nomination and Remuneration	
Committee:	an internal Board committee set up in accordance with the recommendations of the Corporate Governance Code
Esprinet, Company or Issuer:	Esprinet S.p.A.
Managers with	
strategic responsibilities:	individuals entrusted, directly or indirectly, with the power and responsibility for planning, managing and supervising the Company's activities, including directors (executive or non-executive) and standing statutory auditors
Document:	this Information Document
Esprinet Group:	Esprinet S.p.A. and its subsidiaries as defined in Article 2359 of the Italian Civil Code
Inside	
Information:	information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments
MAR:	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse
MTA:	the Mercato Telematico Azionario (electronic stock market) organised and managed by Borsa Italiana S.p.A.
Guidelines:	the guidelines for the allotment of stock grant rights in relation to Esprinet S.p.A. ordinary shares for the

period 2018-20 as approved by the Board of Directors on 21 March 2018

Chairman: the Chairman of the Board of Directors of Esprinet S.p.A.

Regulations: the document containing all terms, conditions, characteristics and procedures for implementation of the Plan

Issuers' Regulation: the CONSOB Regulation adopted under Resolution 11971 of 14 May 1999, as subsequently amended

Subsidiaries: the companies controlled by Esprinet S.p.A. pursuant to Article 2359 of the Civil Code

TUF: Italian Consolidated Law on Finance (Legislative Decree 58 of 24 February 1998, as subsequently amended)

PREAMBLE

On 21 March 2018, acting on the basis of the guidelines and general criteria established by the Nomination and Remuneration Committee, the Esprinet Board of Directors decided to refer to the Shareholders' Meeting, convened for 4 May 2018 in a single call, the adoption by Esprinet of a "Long-Term Incentive Plan" for the Company's executive directors and employees for 2018-20, for which the main Guidelines have been determined.

Following consultation with the Nomination and Remuneration Committee, and acting under authority delegated by the Shareholders' Meeting, the Board postponed the naming of the Plan Beneficiaries who are members of the Board of Directors as well as all terms, conditions, characteristics and procedures for implementation of the aforementioned Guidelines, until the subsequent drawing-up of a set of regulations.

The Chairman and Chief Executive Officer(s) of Esprinet are responsible for naming the senior managers who are beneficiaries of the Plan - including managers with strategic responsibilities - and for drawing up the respective Regulations.

The Plan is based on allotting beneficiaries a specified quantity of stock grant rights ("performance stock grant") corresponding to a maximum of 1,150,000 Shares.

This Plan is classified as a "significant" plan within the meaning of Article 84-*bis*, paragraph 2, of the Issuers' Regulation insofar as it is aimed, *inter alia*, at executive directors and managers.

Therefore, this Information Document has been drawn up, including with respect to the numbering of paragraphs, in accordance with the instructions contained in Schedule 7 of Appendix 3A to the Issuer Regulations in order to provide shareholders with the information necessary to exercise their voting rights in shareholders' meetings in an informed manner. This Document is available for public consultation at the registered office of Esprinet S.p.A. situated at via Energy Park 20, Vimercate (MB), and on its website www.esprinet.com, under the Investor Relations section.

1. PLAN BENEFICIARIES

1.1. Plan beneficiaries who are members of the Board of Directors of Esprinet, of its parent companies and of its direct or indirect subsidiaries

The Plan beneficiaries include certain executive directors of Esprinet S.p.A., who will be named at the time of drawing up the Regulations.

1.2. Categories of employees and contractors of Esprinet S.p.A. and of its parent or subsidiary companies

The Plan beneficiaries, who will be named when the Regulations are drawn up, could also include employees of Esprinet or of the companies that it directly or indirectly controls,

who are part of the Group's senior management and who, on account of the duties performed or responsibilities assigned, hold significant positions within the Group and can make an active contribution towards creating value for shareholders. This information is not available on the date of this Document and will be notified subsequently in accordance with Article 84-*bis*, paragraph 5, of the Issuer Regulations.

13. Names of Plan beneficiaries who belong to the following groups:

- a) **general managers of the Issuer.**

[Not applicable].

It is specified that the position of General Manager does not exist within the Group structure.

- b) **other managers with strategic responsibilities of the Issuer, which is not "smaller-sized" within the meaning of Article 3, paragraph 1, letter f), of Regulation 17221 of 12 March 2010, whose total compensation during the year (obtained by adding together monetary compensation and stock-based compensation) was greater than the highest total compensation awarded to any individual member of the Issuer's Board of Directors.**

[Not applicable].

- c) **natural persons controlling the Issuer who are employees of or who provide services to the Issuer.**

[Not applicable].

It is specified that there are no natural persons controlling the Issuer.

14. Description and number, broken down into categories:

- a) **managers with strategic responsibilities other than those indicated in letter b) of paragraph 1.3.**

[Not applicable].

- b) **in the case of "smaller-sized" companies, within the meaning of Article 3, paragraph 1, letter f), of Regulation 17221 of 12 March 2010, the aggregate number of all managers with strategic responsibilities of the Issuer.**

[Not applicable].

- c) **any other categories of employees or contractors for which different characteristics of the Plan have been envisaged (for example, senior managers, middle managers, clerical staff, etc.).**

[Not applicable].

2. REASONS FOR ADOPTING THE PLAN

2.1. Objectives sought through adoption of the Plan

The purpose of introducing the Plan is to develop a culture rooted deeply in the creation of value for shareholders.

In particular, the Plan aims:

- (i) to ensure an appropriate degree of retention and loyalty among key managers, by incentivising them to stay with the Group;
- (ii) to align the behaviours and interests of shareholders and key managers, by directing the latter's efforts towards achieving the Group's strategic objectives, at the same time creating a close correlation between the economic returns achievable by high-standing managers, company results achieved and value created for shareholders;
- (iii) to enhance the attraction and competitiveness of the remuneration package offered by the Company compared with other companies, mainly listed companies, that make substantial use of share incentive programmes.

Essentially, the Plan should help to establish a management remuneration structure incorporating both a fixed and variable component and, as far as the latter is concerned, a balanced one based also on equity instruments aiming to make the Issuer's business model more sustainable over a medium/long horizon of three years, without prejudice to the specified lock-up period referred to in Article 4.6 below, and to guarantee that remuneration is based on results actually achieved in terms of value created for shareholders.

In this sense - at the time of renewal of corporate offices - the Plan aims to comply with the principles and criteria contained in Article 6 of the Corporate Governance Code and is designed in accordance with best practice and market trends.

In particular, the Plan in question was identified as being the most appropriate instrument for incentivising the management to pursue long-term value creation objectives, especially if - as in the case in question - it is linked to the achievement of performance targets over an extended time horizon.

2.1.1 a) Reasons and criteria forming the basis of the ratio between compensation in the form of shares and other components of beneficiaries' overall remuneration

On the date of this Document, stock grant rights have not yet been allotted to individual beneficiaries and it is not, therefore, possible to identify for each beneficiary the precise ratio between compensation in the form of shares and other kinds of compensation.

2.1.1 b) Aims of long-term incentive plans

See point 2.1 above.

2.1.1 c) Criteria for defining the time horizon of long-term incentive plans

The Plan's three-year horizon corresponds to the duration of previous stock-based plans, notably in the form of stock grant plans, is consistent with the practice of listed companies having incentive plans of similar type and is considered to represent a suitable compromise between retention and incentivisation to achieve results over the medium/long term.

2.2. Key variables, including in the form of performance indicators considered for the Plan

The Plan serves both retention and incentivisation purposes, with the objective of focusing beneficiaries on value creation.

In view of this objective, therefore, the allotment of stock grant rights is subject to the conditions precedent that the beneficiary is still employed by the Group and in the position that he/she holds on the date on which his/her respective rights mature, and that he achieves specific business and financial targets (performance stock grant).

Each beneficiary will be assigned a quantity of stock grant rights equal to the maximum number to which he/she is entitled, weighted according to the extent to which the specific vesting performance objective has been achieved. A maximum of 100% is established even in the event of outperformance.

The vesting performance objectives are represented by pre-determined indicators and measures of the creation of value accumulated over the vesting period (Economic Profit®, EVA®, ROCE - Return On Capital Employed, and similar).

For the purposes of determining the value creation objectives, and in order to avoid any distortive effect, provision is made for the neutralisation of the impact on the balance sheet, income statement and/or statement of cash flows of each extraordinary purchase made in the first financial year after the closure in question.

Esprinet S.p.A. ordinary shares will be granted to beneficiaries within 60 days of the presentation of Esprinet S.p.A.'s certified consolidated financial statements for the year ended 31 December 2020.

2.2.1 a) More detailed information about the performance and other factors and criteria used to identify particular characteristics regarding the methods for compensation in Shares

[Not applicable].

2.2.1 b) More detailed information on how these methods are identified in relation to directors, general managers, managers with strategic responsibilities and other specific categories of employees or contractors for which there is provision for plans with particular conditions, or of contractors of the listed company or its parent and subsidiary companies

[Not applicable].

2.2.1 c) More detailed information about the reasons behind the choice of the specific compensation identified in these plans, including in relation to achieving the specified long-term objectives

[Not applicable].

2.3. Factors determining the extent of stock-based compensation or the criteria for determining such compensation

In identifying the stock-based compensation for each beneficiary, i.e. the maximum number of rights that can be allotted to each beneficiary, acting on the authority granted by the Shareholders' Meeting and following consultation with the Nomination and Remuneration Committee and with the Chairman and Chief Executive Officer(s), the latter with regard only to the portion of rights that can be allotted to managers, the Board of Directors has based its decision primarily on the following factors:

- current level of compensation;
- importance and capacity to influence the achievement of the Company's and the Esprinet Group's financial results, growth and future prospects;
- level of experience, expertise and management responsibility;
- strategic importance of the position held within the Company;
- future potential in terms of professional development;
- the pay mix, i.e. an appropriate balance between the fixed pay component and total variable component as well as, in the latter case, between components based on annual and long-term performance targets.

The stock grant rights concern a maximum of 1,150,000 ordinary Company shares.

Each stock grant right entitles beneficiaries to receive, at the end of a specified period of time (vesting period), a bonus ordinary Company share.

2.3.1 a) More detailed information about the factors considered when deciding on the extent of compensation in Shares

[Not applicable].

2.3.1 b) More detailed information about the factors considered for introducing changes with respect to previous similar plans

The Plan contains no particular changes compared with previous plans.

2.3.1 c) More detailed information about the way in which any compensation obtainable on the basis of previous similar plans influenced the calculation of Share-based compensation under the Plan

[Not applicable].

2.3.1 d) More detailed information about consistency between factors behind the determination of compensation and targets set

[Not applicable].

2.4. Reasons behind any decision to set up compensation plans based on financial instruments not issued by the Issuer, such as those issued by subsidiaries or parent companies or external companies; where the above instruments are not traded on regulated markets, information about the criteria used to determine the value attributable to them.

[Not applicable].

2.5. Assessments regarding major tax and accounting implications that affected the definition of the Plan

The creation of the Plan was not influenced by significant tax or accounting assessments.

It was defined on the basis of the current rules, which equate the income arising from participation in the Plan to employment income and, therefore, subject to ordinary

withholding taxes. In particular, the taxable value arising from the free grant of shares to employees will be equal to the normal value of the share on the date when it becomes available to the employee following the exercise of the corresponding rights. The shares will be taxed at the moment when they are physically delivered to the beneficiary, the taxable value being employment income determined by the normal value of the share on the grant date (this being a stock grant with a zero exercise price).

In the event of a positive difference between the normal value of the share on the grant date and any selling price, this will be treated as sundry income (capital gain) and taxed accordingly.

2.6. Possible support for the Plan by the Special Fund for Incentivising Worker Participation in Companies, pursuant to Article 4, paragraph 112, of Law 350 of 24 December 2003

[Not applicable].

3. APPROVAL PROCESS AND TIMETABLE FOR THE STOCK GRANT

3.1. Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the purposes of implementing the Plan

On 21 March 2018, the Esprinet Board of Directors decided to refer to the Shareholders' Meeting, convened for 4 May 2018 in a single call, the adoption by Esprinet of a "Long-Term Incentive Plan" for the Company's executive directors and senior management, valid for 2018-20. Furthermore, in the continuation of the same meeting on 21 March 2018, acting on the basis of the guidelines and general criteria established by the Nomination and Remuneration Committee, the Board of Directors approved the Guidelines for the Long-Term Compensation Plan for the years 2018, 2019 and 2020.

Therefore, the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ended 31 December 2017 is asked, *inter alia*, to vote on the following agenda item:

Motion for approval, in accordance with remuneration policies and pursuant to Article 114-bis of Legislative Decree 58/1998, of a compensation plan ("Long-Term Incentive Plan") for members of the Board of Directors and managers of the Company, valid for the period 2018-20 and concerning the allotment of stock grant rights (performance stock grant) to beneficiaries, to be identified by the Board of Directors, in the maximum amount of 1,150,000 Company shares.

Therefore, the Shareholders' Meeting will be asked to grant the Board of Directors the powers necessary and/or expedient to implement the Plan, in particular by delegating authority to the Board, following consultation with the Nomination and Remuneration Committee, to (i) name the beneficiaries consisting of members of the Board of Directors, (ii) determine the number of rights to be allotted to each of these beneficiaries and approve the Plan Regulations and related documentation.

In particular, the Shareholders' Meeting will be asked to grant the Board the necessary powers:

- to identify, on the recommendation of the Nomination and Remuneration Committee, the beneficiaries of stock grant rights from among members of the Board of Directors;
- to determine the number of stock grant rights pertaining to each of these beneficiaries;
- to set the business and financial performance targets on which the accrual of stock grant rights is conditional;
- to service the Plan using a maximum of 1,150,000 treasury shares according to pre-determined terms and conditions;
- to determine any lock-up restrictions on shares in accordance with the recommendations contained in Article 6 of the Corporate Governance Code;
- to approve the Plan Regulations, and any other related documentation, containing all terms, conditions, characteristics and procedures for implementation of the Plan;
- to establish any other information necessary and/or useful for the implementation of the Plan.

The Shareholders' Meeting will also be asked to grant the Board the power to make any changes to the Regulations that may become necessary and/or expedient as a result, for example, of changes in the laws or regulations applicable.

3.2. Persons responsible for administering the Plan and their function and powers

The Board of Directors is responsible for managing the Plan, subject to approval and grant of the powers referred to in point 3.1 above.

Esprinet's Chairman and Chief Executive Officer(s) will also have the necessary powers:

- to identify any beneficiaries of stock grant rights from among the Company's key managers;
- to determine the number of stock grant rights pertaining to each of these beneficiaries;
- to set the business and financial performance targets on which the accrual of stock grant rights is conditional;
- to service the Plan using a maximum of 1,150,000 shares according to pre-determined terms and conditions;
- to determine any lock-up restrictions on shares in accordance with the recommendations contained in Article 6 of the Corporate Governance Code;
- to approve the Plan Regulations, and any other related documentation, containing all terms, conditions, characteristics and procedures for implementation of the Plan;
- to establish any other information necessary and/or useful for the implementation of the Plan.

Any executive directors who are members of the Company's Board of Directors at the time when the stock grant rights are allotted to them will not take part in the relevant Board vote.

Any operational duties necessary for the formal execution of certain aspects of the Plan will be carried out by Esprinet S.p.A.'s *Human Resources Management Department*.

3.3. Any existing Plan review procedures, including in relation to possible changes in the basic objectives

The Board of Directors reserves the right at any time to make any amendments and additions in terms of the application and implementation of the Plan, in accordance with the general guidelines established by the Nomination and Remuneration Committee, where it believes, at its sole discretion, that such amendments and additions are useful if not necessary to achieve the aims of the Plan, while complying substantially with the authorisations given by the Shareholders' Meeting.

The Board of Directors reserves the right, only in relation to the executive directors and following consultation with the Nomination and Remuneration Committee, to regulate the emerging rights and/or to amend the number of rights that can be allotted if and to the extent that the operations listed below (affecting the Company's share capital and occurring during the vesting period) or other operations having similar effects and the respective concrete forms of implementation are likely to affect the economic value of the rights that can be allotted. These operations include, but are not limited to, reverse stock splits and/or stock splits, capital increases through bonus and/or paid issues, capital reductions, distributions of extraordinary dividends and assignment of Company assets to shareholders.

Furthermore, the Board of Directors will be vested with the right to make any changes to the Regulations which become necessary and/or expedient as a result of changes in the applicable laws or regulations.

A similar right will be granted to the Chief Executive Officer(s) in terms of revising the Plan, but only in relation to managers, and this right must be exercised in similar circumstances to those described in the previous paragraph.

Similarly, in the case of events or circumstances, currently unforeseeable, which may substantially affect the Esprinet Group's financial performance and/or how this is recorded in the consolidated accounts, as well as in the case of significant changes in accounting principles during the vesting period compared with the procedures existing on the date of allotment of the potential stock grant rights, the Board of Directors must appoint an internal committee made up of independent directors, of which at least one must have sufficient experience of accounting and financial matters, that may, at its discretion, take one or more of the following decisions:

- ensure that the Plan beneficiaries can enjoy a level of monetary compensation equivalent to that which they would have obtained in shares if they had exercised the rights allotted to them;
- ensure that beneficiaries are rewarded with rights of similar economic value to those that they would have obtained from exercising the rights allotted to them;

- make any adjustment to the Plan that is necessary in order to restore equal conditions for beneficiaries with respect to the economic value of the rights allotted to them.

Any other substantial changes which might be necessary in the light of changing environmental and/or economic conditions, and for which it might be advisable, in the light of the Plan's aims, to review the Group's objectives, must be put to the Shareholders' Meeting.

3.4. Description of the ways in which to determine the availability and granting of the financial instruments on which the plans are based (for example: free grant of shares, capital increases excluding pre-emption right, buying or selling of treasury shares)

The stock grant rights concern a maximum of 1,150,000 ordinary Company shares.

These may derive from: (i) market purchases under the applicable share buyback and disposal plan; and/or (ii) reserved capital increases excluding pre-emptive rights.

3.5. Role performed by directors in determining the characteristics of the Plan; any conflicts of interest involving the directors concerned

In approving this proposed performance stock grant plan, the Board adhered to the general guidelines established by the Remuneration Committee in its meeting held on 21 March 2018.

Each of the executive directors, as a potential beneficiary under the Plan in the light of the information received from the Nomination and Remuneration Committee during the board meeting of 21 March 2018 regarding the approval of the Plan and of the resulting proposal to the Shareholders' Meeting, abstained from the discussion and from the voting on those items.

3.6. As required by Article 84-bis, paragraph 1, the date of the decision taken by the body having authority to refer the approval of plans to the Shareholders' Meeting and any proposals of the Nomination and Remuneration Committee

On 21 March 2018, the Board of Directors of Esprinet decided to refer to the Shareholders' Meeting, convened for 4 May 2018 in a single call, the adoption by Esprinet of a "Long-Term Incentive Plan" for the Company's executive directors and senior management. Furthermore, acting on the basis of the guidelines and general criteria established by the Nomination and Remuneration Committee on 21 March 2018, the Board of Directors approved the Guidelines for the Long-Term Compensation Plan for the years 2018, 2019 and 2020.

The maximum number of shares made available to service the allotment of stock grant rights is 1,150,000 shares.

On the same date, the Board of Directors approved the Plan Guidelines, which reflect the general characteristics of the Plan and the preliminary means of granting the Shares under the performance stock grant plan.

3.7. As required by Article 84-bis, paragraph 5, letter a), the date of the decision taken by the body having authority to grant the instruments and any proposals to the aforementioned body put forward by the Nomination and Remuneration Committee

This information is not available on the date of this Document and will be notified subsequently in accordance with Article 84-*bis*, paragraph 5, of the Issuers' Regulation.

3.8. Market price recorded on the aforesaid dates, for the financial instruments on which the plans are based, if traded on regulated markets

The official share price recorded on the MTA organised by Borsa Italiana S.p.A. at the end of trading on 21 March 2018 was EUR 4.22 (four/22).

As regards the recorded market price of the shares on the date of allotment of stock grant rights, it is specified that this information is not presently available since this grant had not yet taken place on the date on which this Document was written. This information will be published on the date when these rights are allotted, pursuant to Article 84-*bis*, paragraph 5, letter a), of the Issuers' Regulation.

3.9. In the case of plans based on financial instruments traded on regulated markets, when identifying the timetable for the grant of the instruments in implementation of the plans, how does the Issuer take into account the possible simultaneous timing of:

- i) said grant or any decisions taken on this matter by the Nomination and Remuneration Committee, and
- ii) the disclosure of any significant information pursuant to Article 17 of the MAR; for example, where such information is
 - a. not already public and capable of positively affecting market prices, or
 - b. already published and capable of adversely affecting market prices

It is specified that the Board of Directors, having 60 days in which to deliver the shares as of the end of the vesting period, i.e. from the presentation of the Esprinet Group's certified Consolidated Financial Statements for the year ended 31 December 2020, must take care to exercise that right in such a way that it does not adopt the decisions referred to above at the same time as any decisions that fall within the definition of Inside Information and that, as such, may substantially affect the price of the shares and interfere with the proper implementation of the procedures for granting the shares.

4. CHARACTERISTICS OF THE SHARES GRANTED

4.1. Description of the forms in which the stock-based compensation plans are structured; for example, indicate whether the plan is based on the grant of: financial instruments (restricted stock grant); the increase in value of those instruments (phantom stock); options to buy the financial instruments at a later date (option grants) with settlement by physical delivery (stock options) or by cash based on a differential (stock appreciation rights)

Under the Plan, beneficiaries will be granted the right to receive a pre-determined number of ordinary shares from the Company, provided that they achieve specific business and financial performance targets and that they remain with the Company in the position held.

The maximum total number of Shares that can be granted by the Company is 1,150,000.

4.2. Vesting period including with reference to any different cycles envisaged

The duration of the Plan (or "vesting period"), by which is meant the period of time in which the Board of Directors has the right to identify beneficiaries and to decide to allot stock grant rights, is three years, without prejudice to the lock-up restrictions on the shares granted described in Article 4.6 below.

The Plan will therefore be implemented with the physical delivery of the shares within 60 days of the presentation Esprinet's certified consolidated financial statements for the year ended 31 December 2020.

4.3. Term of the Plan

See point 4.2 above.

4.4. Maximum number of financial instruments, including in the form of options, granted in each tax year in relation to the persons named or categories indicated

Under the Plan, a maximum of 1,150,000 stock grant rights may be allotted in relation to Esprinet ordinary shares.

The maximum number of rights allotted to each beneficiary is information not presently available. This information will be made public during the implementation of the Plan in accordance with Article 84-*bis*, paragraph 5, letter a) of the Issuer Regulations.

4.5. Means and clauses for implementation of the plan, specifying whether the actual grant of the instruments is conditional upon the occurrence of conditions or the achievement of specified results, including performance results

Under the Plan, beneficiaries are granted the right to receive a pre-determined number of Esprinet ordinary shares, for no consideration, provided that they achieve business and financial performance targets as described in greater detail in Article 2.2 above and that they remain with the Company.

The Plan also makes provision for the adoption of ex-post adjustment mechanisms such as the clawback mechanisms used to recover a sum equal to the net value arising from the possession of the Shares received and/or a number of Shares equal to or lower than the number of Shares received, on the occurrence of specific events identified during the preparation of the Regulations and within two years of the accrual of the bonus Share rights, in full or in part,

Below is a non-exhaustive list of situations in which this clawback might occur:

- fair dismissal of the beneficiary;
- gross negligence or wilful misconduct on the part of the beneficiary or violation of the law and/or regulatory provisions resulting in significant financial and/or reputational damage to the Company;
- the bonuses accrued under the plan were based on data that turn out to be manifestly erroneous.

In addition, any change of control at the Company would trigger the accrual of the rights for all Plan beneficiaries and end any lock-up of the Shares.

For the purposes of the Plan, a change of control is defined as any of the following:

- liquidation or winding-up of the Company;
- transfer of an equity interest in the Company requiring the launch of a public takeover bid;
- sale, transfer or disposal by other means of all or nearly all the Company's assets to one or more third-party buyers not requiring a public takeover bid.

In the event of a public takeover bid, the Shares will be allocated by the end of the first day on which the offer can be taken up.

In such a case, any Share lock-up obligations will also be removed.

If the change of control does not take place as the result of an unsuccessful takeover bid, the Plan will proceed as normal with no acceleration of rights accrual and subsequent conversion into Shares.

Similarly, if the Company merges with other entities, each right accruing under the Plan must be taken on or replaced by a right with the same economic value by the incorporating entity.

If this does not happen, such an event will trigger the accrual of the rights for all Plan beneficiaries. Any partial lock-up obligations pertaining to the allotted Shares will also be removed in this case.

In addition, in the event of unforeseeable transactions and/or circumstances likely to significantly affect performance and/or their recognition in the Esprinet Group's consolidated financial statements, as in the case of significant changes in the accounting standards on the basis of which performance targets have been set, one of the independent members of the Nomination and Remuneration Committee must be appointed as a "guarantor" with the power to take one or more of the following decisions:

- to ensure that the Plan beneficiaries can enjoy the same level of monetary compensation that they would have obtained in Shares had they exercised the rights allotted to them;
- to ensure that beneficiaries are rewarded with rights of similar economic value to those that they would have obtained from exercising the rights allotted to them;
- to ensure that the incoming legal entity replaces the rights allotted to the individual beneficiaries with similar rights on shares it has issued for an equivalent economic value;
- to make any adjustment to the Plan that is necessary in order to restore equal conditions for beneficiaries with respect to the economic value of the rights allotted to them.

4.6. Indication of any lock-up restrictions imposed on the instruments granted or on the instruments arising from the exercise of options, with particular regard to the time periods within which it is permitted or prohibited to transfer these to the Company or to third parties

The stock grants rights are allotted personally to beneficiaries are not therefore transferable under any circumstances by act *inter vivos*, either in whole nor in part.

Transfer means any act of disposal having the direct or indirect effect of assigning share rights to third parties, including, but not restricted to, deeds without valuable consideration, exchanges and contributions.

It is specified that a portion of the shares granted to beneficiaries will be locked up for a period commensurate with the characteristics of the activity carried out by the Company and with the associated risk profiles.

In the particular case of Esprinet, the extent and duration of the restriction must reflect the fact that the policy of attentively managing the Company's main operating risks, the nature of its sector and activities do not allow for tactical moves designed to favour the achievement of medium- and short-term results to the detriment of long-term ones.

4.7. Description of any conditions subsequent in relation to the granting of the plans where the beneficiaries carry out hedging operations that neutralise any restrictions on the sale of the financial instruments granted, including in the form of options, or the financial instruments arising from the exercise of those options

[Not applicable].

4.8. Description of the effects of termination of employment

Stock grant rights are allotted to beneficiaries on condition, *inter alia*, that they remain with the Company.

Therefore, if the employment relationship ends, the following provisions will apply:

- if the employment relationship ends through voluntary resignation or dismissal for just cause or, in the case of directors, through non-consensual termination of the relationship, the beneficiary will, unless otherwise decided by the Board of Directors, lose all stock grant rights and will not be entitled to any indemnity and/or compensation of any kind.
- if the employment relationship ends by mutual consent or at the Company's instigation but without just cause or by the beneficiary's resignation or withdrawal on the basis of just cause, subject to giving suitable notice, the beneficiary will maintain the right to the incentives accrued on a pro-rata basis as at the date on which the relationship is terminated, on condition that the business and financial performance targets are achieved, even if these are measured after the date of termination in accordance with Article 2.2; this provision is also applicable in cases where the employment relationship with the beneficiary ends as a result of death or permanent disability;
- if one or more of the cases described above occurs, the Board of Directors or the Chairman and the Chief Executive Officer(s) reserve the right, in accordance with the guidelines established by the Nomination and Remuneration Committee and taking into account the objectives pursued through the Plan, to re-allot the rights to new beneficiaries or to previously identified beneficiaries.

4.9. Other grounds for cancellation of the Plan

There are no express grounds for the cancellation of the Plan. Given, however, that the Board of Directors or the Chief Executive Officer(s) reserves the right to intervene at any

time in order to change the terms and conditions for taking part in the Plan, as provided for in Article 3.3, it is possible that the Board of Directors or the Chief Executive Officer(s) may go as far as cancelling the Plan to which this Document relates and adopting a Plan that is substantially new in terms of its qualifying criteria.

4.10. Reasons for the Company opting to "redeem" the financial instruments to which the plans relates, as provided for in Articles 2357 *et seq.* of the Italian Civil Code; redemption beneficiaries indicating whether this is aimed only at particular categories of employees; effects of termination of employment relationship on that redemption

There is no provision under the Plan for redemption by the Company of the shares granted, as specified in Arts. 2357 *et seq.* of the Italian Civil Code.

4.11. Any loans or other facilities granted to purchase the shares pursuant to Article 2358, paragraph 3, of the Civil Code

There is no provision under the Plan for the granting of loans or other facilities granted to purchase the shares pursuant to Article 2358, paragraph 3, of the Civil Code.

4.12. Assessments of the expected cost to the Company on the grant date, determinable on the basis of terms and conditions already defined, in an aggregate amount and with respect to each instrument of the Plan

The Plan involves the grant of Shares originating from the rights accrued by the end of 60 days as of the date of presentation of Esprinet's certified consolidated financial statements for the year ended 31 December 2020. The overall financial cost for the Company cannot therefore be determined in advance insofar as this depends on the total number of shares actually granted. The figurative burden posted in the financial statements in the tax years covering the duration of the Plan is based on the likelihood of the shares being granted and the fair value attributable to the rights allotted to beneficiaries, as well as the tax and social security treatment of the Plan.

On the date of this Document, analyses are still being carried out to define in precise terms the accounting impact of the adoption of the Plan on the financial statements of Esprinet and of the Esprinet Group.

4.13. Any dilutive effects brought about by the Plan

The Plan involves the use of treasury shares. This means that there will be no dilutive effect on the Company's capital.

4.14. Any limits on the exercise of voting rights and on the grant of property rights

There is no provision under the Plan for any limitation on voting rights or on associated property rights with respect to the Shares granted.

4.15. If the shares are not traded on regulated markets, any useful information to make a thorough assessment of the value attributable to them

[Not applicable].

4.16. Number of financial instruments underlying each option

[Not applicable].

4.17. Maturity of options

[Not applicable].

4.18. Procedure (US/European), timetable (e.g. valid exercise periods) and exercise clauses (for example, knock-in and knock-out clauses)

[Not applicable].

4.19. Exercise price of the option or the means and criteria for determining this, with particular regard to:

- a) the formula for calculating the exercise price in relation to a specified market price (fair market value) (for example: exercise price equal to 90%, 100% or 110% of the market price), and
- b) the means of determining the market price used as reference for determining the exercise price (for example: last price of the day preceding the grant, average for the day, average of the last 30 days, etc.);

[Not applicable].

4.20. If the exercise price is not equal to the market price determined as described in point 4.19.b (fair market value), reasons for this difference

[Not applicable].

4.21. Criteria on the basis of which different exercise prices are contemplated for different subjects or different categories of beneficiaries

[Not applicable].

4.22. If the financial instruments underlying the options are not traded on regulated markets, indication of the value that can be attributed to the underlying instruments or the criteria used to determine that value

[Not applicable].

4.23. Criteria for the adjustments necessary following extraordinary capital transactions and other transactions that involve a change in the number of underlying instruments (capital increases, exceptional dividends, reverse stock splits and stock splits affecting the underlying shares, merger and demerger, conversion into other categories of shares, etc.)

[Not applicable].

4.24. Information referred to in Table 1 of Schedule 7 of Appendix 3A to the Issuer Regulations

This information will be published on the date when these rights are allotted, pursuant to Article 84-*bis*, paragraph 5, letter a), of the Issuer Regulations.



ADDENDUM TO THE INFORMATION DOCUMENT

PREPARED IN ACCORDANCE WITH ARTICLE 114-B/SOF LEGISLATIVE DECREE NO. 58/98 (THE ITALIAN CONSOLIDATED LAW ON FINANCE, OR TUF) AND ART. 84-BIS OF THE ISSUERS' REGULATION 11971/99 AS SUBSEQUENTLY AMENDED

RELATING TO

FREE SHARE AWARD PLAN OF ESPRINET S.P.A. IN FAVOUR OF ESPRINET S.P.A.
EXECUTIVE DIRECTORS AND MANAGERS APPROVED BY THE GENERAL MEETING
OF 4 MAY 2018

Esprinet S.p.A.

VAT number: IT 02999990969

Milan, Monza-Brianza and Lodi Companies Register and Tax Number: 05091320159 R.E.A. MB-1158694

Registered office and administrative headquarters: Via Energy Park 20 - 20871 Vimercate (MB)

Share capital subscribed and paid in as at 31/12/2019: Euro 7,860,651

www.esprinet.com - info@esprinet.com

DEFINITIONS

Shares: Esprinet S.p.A. ordinary shares listed on the MTA organised and managed by Borsa Italiana S.p.A.

Shareholders' Meeting: the meeting of shareholders of Esprinet S.p.A.

Code of Corporate Governance

Code: the Corporate Governance Code for Listed Companies as supplemented and amended in July 2015

Nomination and Remuneration

Committee: an internal Board committee set up in accordance with the recommendations of the Corporate Governance Code

Esprinet, Company or Issuer: Esprinet S.p.A.

Managers with

strategic responsibilities: individuals entrusted, directly or indirectly, with the power and responsibility for planning, managing and supervising the Company's activities, including directors (executive or non-executive) and standing statutory auditors

Document: this Information Document

Esprinet Group: Esprinet S.p.A. and its subsidiaries as defined in Article 2359 of the Italian Civil Code

Inside

Information: information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments

MAR: Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse

MTA: the Mercato Telematico Azionario (the Italian electronic stock market) organised and managed by Borsa Italiana S.p.A.

Guidelines:	the guidelines for the allotment of stock grant rights in relation to Esprinet S.p.A. ordinary shares for the period 2018-20 as approved by the Board of Directors on 21 March 2018
Chairman:	the Chairman of the Board of Directors of Esprinet S.p.A.
Regulation:	the document containing all terms, conditions, characteristics and procedures for implementation of the Plan
Issuers' Regulation:	the CONSOB Regulation adopted under Resolution 11971 of 14 May 1999, as subsequently amended
Subsidiaries:	the companies controlled by Esprinet S.p.A. pursuant to Article 2359 of the Italian Civil Code
TUF:	Italian Consolidated Law on Finance (Legislative Decree 58 of 24 February 1998, as subsequently amended)

Pursuant to Art. 84-*bis*, paragraph 5a) of the Issuers' Regulation, further information is provided in relation to the Long Term Incentive Plan described in the Information Document of 21 March 2018 presented to the Shareholders' Meeting on 4 May 2018.

1. PLAN BENEFICIARIES

1.1. The names of the beneficiaries who are members of the Board of Directors of Esprinet S.p.A. and of the parent or subsidiary companies thereof

The Plan Beneficiaries who are members of the Board of Directors of Esprinet S.p.A. are:

Maurizio Rota,	Chairman
Alessandro Cattani	Chief Executive Officer
Valerio Casari	Managing Director and CFO

The Plan Beneficiaries include some directors of the subsidiaries of Esprinet S.p.A..

1.2. Categories of employees and staff of Esprinet S.p.A. and of its parent or subsidiary companies

The categories of employees who are Plan Beneficiaries are managers of the Company and of its subsidiaries.

Beneficiaries do not include general staff of Esprinet S.p.A. or its parent and/or subsidiary companies.

2. REASONS FOR ADOPTING THE PLAN

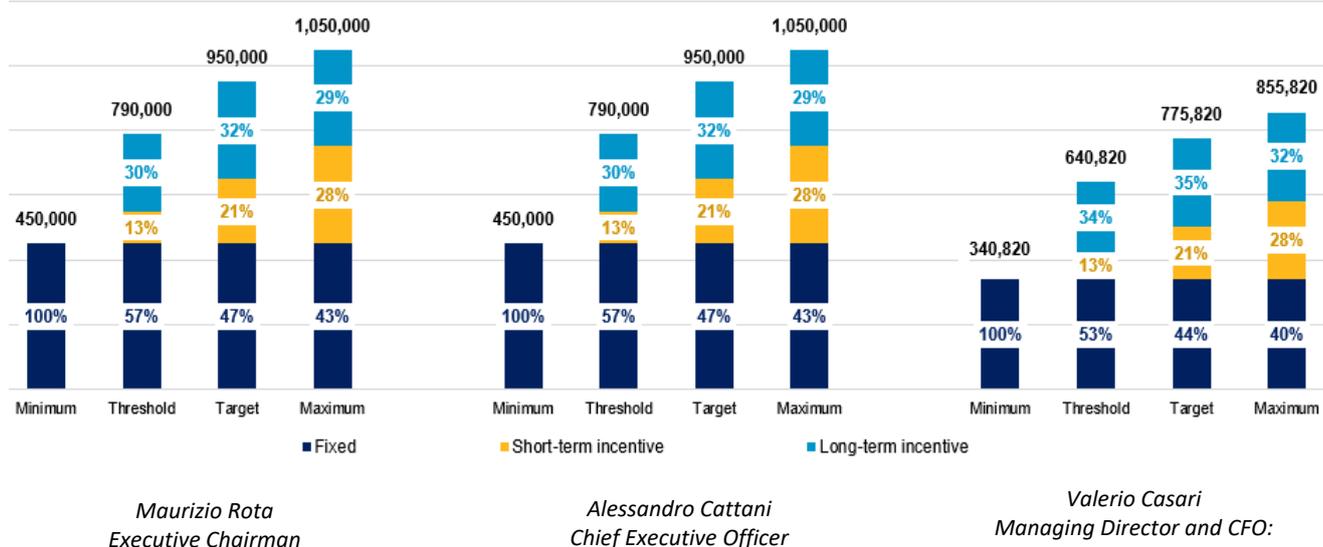
2.1.1 a) Reasons and criteria forming the basis of the ratio between compensation in the form of shares and other components of Beneficiaries' overall remuneration

The appropriateness of the ratio between the fixed and variable components for Executive Directors was also submitted for approval by independent outside consultants in 2018.

The following chart represents the theoretical pay mix¹ with reference to several possible performance levels: minimum, threshold, target and maximum. The positions of Executive Chairman, Chief Executive Officer and Managing Director and CFO were considered.

In particular, the relative weighting of the following components is highlighted: fixed remuneration, variable short-term incentive, variable long-term incentive (considering the fair value on a yearly basis of the rights to receive free shares in the company, calculated on the assignment date at the beginning of the plan) .

¹ This does not include alternative arrangements, or compensation relating to the termination of employment and changes in control clauses



2.1.1 b) Aims of long-term incentive plans

The long-term incentive plan provides for the allocation of free share rights (performance share grants) conditional upon the achievement of predefined performance conditions over a three year time frame from 2018 to 2020 (the vesting period), with the aim of ensuring that the performance and interests of shareholders and executive directors are in line, this focusing the latter's efforts on strategic group targets while achieving a close relationship between economic returns obtainable by key managers, company's results and value created for shareholders.

In particular, the beneficiary is assigned a maximum number of rights equal to the ratio between the gross cash amount proposed for each of them and the fair value² of the share at the allocation date. The actual accrual of such options or rights is dependent on the achievement of a cumulative performance target for the three years covered by the plan, defined by an Economic Profit indicator resulting from the difference between NOPAT (Net Operating Profit After Tax) and cost of capital invested.

Economic Profit = NOPAT - (WACC x Net Invested Capital)

3. APPROVAL PROCESS AND TIMETABLE FOR THE STOCK GRANT

3.7 Pursuant to Art. 84-bis, paragraph 5a), the date of the decision taken by the body having authority to grant the instruments and any proposals to the aforementioned body put forward by the Nomination and Remuneration Committee

On 14 May 2018, the Board of Directors, following the favourable opinion of the Nomination and Remuneration Committee, resolved to allocate a maximum number of rights equal to the ratio between the annual gross cash equivalent, equal to:

- €300,000.00 for the Executive Chairman Maurizio Rota, multiplied by the three years of the vesting period and the fair value of Esprinet shares on the day the rights are

² Determined based on Esprinet shares official market price, adjusted in consideration of expected volatility, the dividend yield expected and the risk-free interest rate applicable to the vesting period for the options assigned, all relating to the day prior to the date of assignment of the rights.

awarded;

- €300,000.00 for the Chief Executive Officer Alessandro Cattani, multiplied by the three years of the vesting period and the fair value of Esprinet shares on the day the rights are awarded;
- €275,000.00 for the Managing Director and CFO Valerio Casari, multiplied by the three years of the vesting period and the fair value of Esprinet shares on the day the rights are awarded;

The Board of Directors has also delegated powers to the Chairman and/or the Chief Executive Officer to identify the names of other managers for enrolment in the Long-Term Incentive Plan, in accordance with the provisions of the Plan Regulations.

Pursuant to the resolution of the Board of Directors of 14 May 2018, on 25 June 2018 the Executive Chairman Maurizio Rota was awarded 264,343 share options, the Chief Executive Officer Alessandro Cattani 264,343 share options and the Managing Director and CFO 242,314 share options.

3.8 Market price recorded on the aforesaid dates for the financial instruments on which the plans are based, if traded on regulated markets

The market price of Esprinet shares recorded on 14 May 2018, the date on which the Nomination and Remuneration Committee and the Board of Directors held their meeting, was €4.35.

The market price on 25 June 2018, the date of the award of the stock options was €3.53.

4. CHARACTERISTICS OF THE SHARES AWARDED

4.4 Maximum number of free share options awarded for each year of validity of the Plan

[Not Applicable.]

4.12 Assessments regarding the Company's expected cost on the award date, determined on the basis of terms and conditions already defined

The cost recognised in the financial statements in the tax years covering the duration of the Plan is based on IFRS 2 ("*Share-based payment*"), the value of Esprinet shares on the award date adjusted to take account of the dividend yield (determined on the basis of the last dividend paid) and the risk-free interest rate on the option grant date.

Specifically, a fair value personnel cost will be recognised in the profit and loss account, equal to the fair value of each share option, multiplied by the total number of shares granted, while also taking into account the average turnover rate for each category of Beneficiaries, as well as the likelihood of achieving the targets on which the award of share options depends.

This cost can currently be estimated at approximately €3.68 million and will be spread across the duration of the vesting period as specified in IFRS 2.

4.24 Information referred to in Table 1 of Schedule 7 of Appendix 3A to the Issuers' Regulation

Table 1 of Schedule 7 of Appendix 3A to the Issuers' Regulation is attached hereto.

Name and Surname position	Date of the shareholders' resolution	Type of financial instruments	Maximum number of stock options granted	Date granted	Purchase price (if any) of the instruments	Market price on grant date	Vesting period
Maurizio Rota Executive Chairman	04/05/2018	Shares in Esprinet S.p.A.	264,343	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
Alessandro Cattani Chief Executive Officer	04/05/2018	Shares in Esprinet S.p.A.	264,343	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
Valerio Casari Managing Director and CFO	04/05/2018	Shares in Esprinet S.p.A.	242,314	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
Directors of subsidiaries							
Giovanni Testa Business Operations Manager	04/05/2018	Shares in Esprinet S.p.A.	75,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021

Name and Surname position	Date of the shareholder s' resolution	Type of financial instruments	Maximum number assigned rights	Date granted	Purchase price (if any) of the instruments	Market price on grant date	Vesting period
Josè Maria Garcia Sanz Country Manager Esprinet Iberica	04/05/2018	Shares in Esprinet S.p.A.	50,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
Pietro Aglianò Chief Administration & Risk Officer	04/05/2018	Shares in Esprinet S.p.A.	30,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
Javier Bilbao Goyoaga Bartuner Director of of Esprinet Iberica and Chairman of V- Valley Iberian	04/05/2018	Shares in Esprinet S.p.A.	30,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
Luca Casini Head of Sales & Marketing - BU V-Valley	04/05/2018	Shares in Esprinet S.p.A.	12,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021

Name and Surname position	Date of the shareholders' resolution	Type of financial instruments	Maximum number assigned rights	Date granted	Purchase price (if any) of the instruments	Market price on grant date	Vesting period
Simona Ceriani Head of Sales & Marketing - BU V-Valley	04/05/2018	Shares in Esprinet S.p.A.	12,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021
MANAGERS							
7 Managers of Esprinet S.p.A.	04/05/2018	Shares in Esprinet S.p.A.	140,000	25/06/2018	N/A	3.58	From 25/06/2018 To 30/04/2021



INFORMATION DOCUMENT

PREPARED IN ACCORDANCE WITH ARTICLE 114-BIS OF LEGISLATIVE
DECREE 58/98 (THE ITALIAN CONSOLIDATED LAW ON FINANCE, OR TUF)
AND ART. 84-BIS OF THE ISSUERS'
REGULATION 11971/99 AS SUBSEQUENTLY AMENDED

STOCK GRANT PLAN FOR ORDINARY SHARES OF ESPRINET S.P.A. ADDRESSED TO
EXECUTIVE DIRECTORS AND MANAGERS OF ESPRINET S.P.A.

VIMERCATE, 1 MARCH 2021

Esprinet S.p.A.

VAT number: IT 02999990969

Milan, Monza-Brianza and Lodi Companies Register and Tax Number: 05091320159 R.E.A. MB-1158694

Registered office and administrative headquarters: Via Energy Park 20 - 20871 Vimercate (MB)

Share capital subscribed and paid in as at 31/12/2020: Euro 7,860,651

www.esprinet.com - info@esprinet.com

DEFINITIONS

Chief Executive Officer (CEO)	the chief executive officer of Esprinet S.p.A.
Shareholders' Meeting:	the meeting of shareholders of Esprinet S.p.A.
Shares:	Esprinet S.p.A. ordinary shares listed on the MTA organised and managed by Borsa Italiana S.p.A.
Code or Corporate Governance Code:	indicates the Corporate Governance Code of listed companies adopted by the Corporate Governance Committee in January 2020
Nomination and Remuneration Committee:	an internal Board committee set up in accordance with the recommendations of the Corporate Governance Code
Esprinet, Company or Issuer:	Esprinet S.p.A.
Managers with strategic responsibilities:	individuals entrusted, directly or indirectly, with the power and responsibility for planning, managing and supervising the Company's activities, including directors (executive or non-executive) and standing statutory auditors
Document:	this Information Document
Group:	Esprinet S.p.A. and its subsidiaries as defined in Article 2359 of the Italian Civil Code
Inside Information:	information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments
MAR	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse
MTA:	the Mercato Telematico Azionario (electronic stock market) organised and managed by Borsa Italiana S.p.A.

Guidelines:	the guidelines for the allocation of stock grant rights on Esprinet S.p.A. ordinary shares for the period 2021-23 as approved by the Board of Directors on 1 March 2021
Chairman	the Chairman of the Board of Directors of Esprinet S.p.A.
Regulations:	the document containing all terms, conditions, characteristics and procedures for implementation of the Plan
Issuers' Regulation:	the CONSOB Regulation adopted under Resolution 11971 of 14 May 1999, as subsequently amended
Subsidiaries:	the companies controlled by Esprinet S.p.A. pursuant to Article 2359 of the Italian Civil Code
TUF:	Italian Consolidated Law on Finance (Legislative Decree 58 of 24 February 1998, as subsequently amended)

PREAMBLE

On 1 March 2021, acting on the basis of the guidelines and general criteria established by the Nomination and Remuneration Committee, Esprinet's Board of Directors resolved to refer to the Shareholders' Meeting, convened for 7 April 2021 in a single call, the adoption by Esprinet of a "**Long-Term Incentive Plan**" for the CEO, General Manager, Employees of the Company and of subsidiaries and the executive directors of subsidiaries, for the three-year period 2021/2022/2023, for which the main Guidelines have been determined.

Following consultation with the Nomination and Remuneration Committee, and acting under authority delegated by the Shareholders' Meeting, the Board postponed the naming of the Plan Beneficiaries who are members of the Board of Directors as well as all terms, conditions, characteristics and procedures for implementation of the aforementioned Guidelines, until the subsequent drawing-up of specific Regulations.

The CEO of Esprinet is responsible for naming the senior managers who are beneficiaries of the Plan - including managers with strategic responsibilities - and for drawing up the respective Regulations.

The Plan is based on allocating beneficiaries a specified quantity of stock grant rights ("performance stock grant") corresponding to a maximum of 1,150,000 Shares.

This Plan is classified as a "significant" plan pursuant to Article 84-bis, paragraph 2, of the Issuers' Regulation insofar as it is addressed, *inter alia*, to executive directors and managers.

Therefore, this Information Document has been drawn up, including with respect to the numbering of paragraphs, in accordance with the instructions contained in Schedule 7 of Appendix 3A to the Issuers' Regulation in order to provide shareholders with the information necessary to exercise their voting rights in shareholders' meetings in an informed manner. This Document is available for public consultation at the registered office of Esprinet S.p.A. situated at via Energy Park 20, Vimercate (MB), and on its website www.esprinet.com, in the Investors section.

1. PLAN BENEFICIARIES

1.1. Plan beneficiaries who are members of the Board of Directors of Esprinet, of its parent companies and its direct or indirect subsidiaries

The Plan beneficiaries include the CEO, namely the person who will be appointed by the Board of Directors after the Shareholders' Meeting convened to approve the financial statements as at 31 December 2020 and may also include executive directors of subsidiaries of Esprinet S.p.A..

1.2. Categories of employees and contractors of Esprinet and of its parent or subsidiary companies

The Plan beneficiaries, who will be named when the Regulations are drawn up, could also include the general manager of the Group and the employees of Esprinet or of the companies that it directly or indirectly controls, who belong to the Group's senior management and who, by virtue of the duties performed or responsibilities assigned, hold important positions within the Group and are able to make an active contribution towards creating value for shareholders. This information is not available on the date of this Document and will be notified subsequently in accordance with Article 84-bis, paragraph 5, of the Issuers' Regulation.

13. Names of Plan beneficiaries who belong to the following groups:

- a) **general managers of the Issuer.**

The Plan also applies to general managers of the Group, who will be named at the time of drawing up the Regulations.

- b) **other managers with strategic responsibilities of the Issuer, which is not "smaller-sized" pursuant to Article 3, paragraph 1, letter f), of Regulation 17221 of 12 March 2010, whose total compensation for the year (obtained by adding together monetary compensation and stock-based compensation) was greater than the highest total compensation awarded to any individual member of the Issuer's Board of Directors.**

Not applicable. Note that there are no other managers with strategic responsibilities of Esprinet, who received a total compensation for the year greater than the highest total compensation awarded to any individual member of the Issuer's Board of Directors.

- c) **natural persons controlling the Issuer, who are employees of or who provide services to the Issuer.**

Not applicable. Note that there are no natural persons controlling the Issuer.

14. Description and number, broken down into categories of:

- a) **Managers with strategic responsibilities other than those indicated in letter b) of paragraph 1.3.**

Not applicable.

- b) **In the case of "smaller-sized" companies, pursuant to Article 3, paragraph 1, letter f), of Regulation 17221 of 12 March 2010, the aggregate number of all managers with strategic responsibilities of the Issuer.**

Not applicable.

- c) **Any other categories of employees or contractors for which different characteristics of the Plan have been envisaged (for example, senior managers, middle managers, clerical staff, etc.).**

Not applicable.

2. [REASONS FOR ADOPTING THE PLAN](#)

2.1. Objectives sought through adoption of the Plan

The purpose of introducing the Plan is to develop a culture with a strong orientation to creating value for shareholders, and to achieving sustainable success, taking the interests of the Company's other significant stakeholders into account.

In particular, the Plan aims:

- (i) to ensure an appropriate degree of retention and loyalty among key managers, by incentivising them to stay with the Group;

- (ii) to align the behaviour and interests of shareholders and key managers, by directing the latter's efforts towards achieving the Group's strategic objectives, at the same time creating a close correlation between the economic returns achievable by high-standing managers, company results achieved and value created for shareholders ("*Economic-Financial Performance*");
- (iii) to unite the Group's Economic-Financial Performance and the Group's sustainability objectives in different dimensions, particularly the environment ("*ESG Performance*");
- (iv) to enhance the appeal and competitiveness of the remuneration package offered by the Company compared with other companies, mainly listed companies, that make substantial use of share incentive programmes.

Essentially, the Plan should help to establish a management remuneration structure that incorporates both a fixed and variable component and, as far as the latter is concerned, that it also has a balanced share of equity instruments, with a view to making the Issuer's business model more sustainable in the long term - identified as a period of five years, including the envisaged lock-up period referred to in Article 4.6 below - as well as guaranteeing that remuneration is based on results actually achieved in terms of value created for shareholders and the Company's other significant stakeholders.

In this sense - at the time of renewal of corporate appointments - the Plan aims to comply with the principles and criteria contained in Article 5 of the Corporate Governance Code and has been drawn up in accordance with best practice and market trends.

In particular, the Plan in question was identified as being the most appropriate instrument for incentivising management to pursue long-term value creation objectives, especially if - as in the case in question - it is linked to the achievement of Economic-Financial Performance and ESG Performance targets over an extended time horizon.

2.1.1 a) Reasons and criteria forming the basis of the ratio between share-based compensation and other components of Beneficiaries' overall remuneration

On the date of this Document, stock grant rights have not yet been allocated to individual beneficiaries and it is not, therefore, possible to identify the precise ratio between share-based compensation and other kinds of compensation for each beneficiary.

2.1.1 b) Aims of long-term incentive plans

See point 2.1 above.

2.1.1 c) Criteria for defining the time horizon of long-term incentive plans

The Plan's three-year horizon ("*Vesting Period*") - in addition to the envisaged lock-up period referred to in art. 4.6 below - corresponds to the duration of previous stock-based plans, notably in the form of stock grant plans, is consistent with the practice of listed companies having incentive plans of a similar type and is considered to represent a suitable compromise between retention and incentivisation to achieve results over the long term.

2.2. Key variables, including in the form of performance indicators, considered for the Plan

The purpose of the Plan is both retention and incentivisation, aligned with the objective that beneficiaries should create value for shareholders, with a view to sustainable success, also taking the interests of the Company's other significant stakeholders into account.

In view of this objective, therefore, the allocation of stock grant rights is subject to the conditions precedent that the beneficiary is still employed by the Group and in the position that he/she holds on the date on which his/her respective rights mature, and that he/she achieves both Economic-Financial Performance and ESG Performance objectives.

In particular, the Plan has two components:

- 1) a first component (the "**Base Component**"), linked:
 - partly to Economic-Financial Performance indicators with an 80% weighting, and in particular pre-determined indicators of the creation of value accumulated in the Vesting Period (Economic Profit given by the difference between NOPAT (Net Operating Profit After Tax) and the cost of invested capital, in line with previous stock-based plans;
 - partly to ESG Performance indicators with a 20% weighting, and in particular correlated to the reduction of CO2 emissions.

With reference to the Base Component, each Beneficiary will be allocated a quantity of stock grant rights equal to the maximum number to which he/she is entitled, weighted according to the extent to which the specific performance objective has been achieved in the Vesting Period. A maximum of 100% is established even in the event of out-performance.

- 2) A second component (the "**Double Up Component**"), correlated exclusively to Economic-Financial Performance indicators, and in particular share performance. More specifically, access to the second component envisages (i) a threshold value of profit for 2023 (before tax and before non-recurring income components) with respect to the corresponding result for 2020, plus a set significant target, below which no shares will accrue; (ii) the difference in the number of shares actually accrued based on a significant increase in the average price of the share in December 2023 with respect to the average price of the share in December 2020 (Euro 9.93), with a minimum access threshold for the component of a 30% increase.

With regard to the Double Up Component, each Beneficiary will be allocated a quantity of stock grant rights calculated on the basis of the performance of the share, so that, on a scale that ranges from a minimum share increase of 30% and a maximum share increase of 100%, the number of rights that may accrue can vary between 50% and 286% (cap) of the rights assigned to targets.

For the purposes of determining the value creation objectives, and in order to avoid any bias, provision is made for the neutralisation of the impact on the balance sheet, income statement and/or statement of cash flows of each extraordinary purchase made in the first financial year after the closure in question.

Esprinet S.p.A. ordinary shares will be granted to beneficiaries within 60 days of the presentation of Esprinet S.p.A.'s certified Consolidated Financial Statements for the year ended 31 December 2023.

2.2.1 a) More detailed information about the performance and other factors and criteria used to identify particular characteristics regarding the methods for compensation in Shares

Not applicable.

2.2.1 b) More detailed information on how these methods are identified in relation to directors, general managers, managers with strategic responsibilities and other specific categories of employees or contractors for which there is provision for plans with particular conditions, or of contractors of the listed company or its parent and subsidiary companies

Not applicable.

2.2.1 c) More detailed information about the reasons behind the choice of the specific compensation identified in these plans, including in relation to achieving the specified long-term objectives

Not applicable.

2.3. Factors determining the extent of stock-based compensation or the criteria for determining such compensation

In identifying the stock-based compensation for each beneficiary, i.e. the maximum number of rights that can be allocated to each beneficiary, acting on the authority granted by the Shareholders' Meeting and following consultation with the Nomination and Remuneration Committee and the Chief Executive Officer, the latter with regard only to the portion of rights that can be allocated to managers, the Board of Directors base their decision primarily on the following factors:

- current level of compensation;
- importance and capacity to influence the achievement of the Company's and the Esprinet Group's economic-financial results, growth and future prospects;
- level of experience, expertise and management responsibility;
- strategic importance of the position held within the Company;
- future potential in terms of professional development;
- the pay mix, i.e. an appropriate balance between the fixed pay component and total variable component as well as, in the latter case, between components based on annual and long-term performance targets.

The stock grant rights concern a maximum of 1,150,000 ordinary Company shares.

Each stock grant right entitles beneficiaries to receive, at the end of the Vesting Period, a bonus ordinary Company share.

2.3.1 a) More detailed information about the factors considered when deciding on the extent of compensation in Shares

Not applicable.

2.3.1 b) More detailed information about the factors considered for introducing changes with respect to previous similar plans

The Plan contains no particular changes compared with previous plans, with the exception of the provision of the Double Up Component, which is exclusively based on the performance of the Esprinet share, and the inclusion in the Base Component of an ESG indicator (the reduction of CO2 emissions), with a weighting of 20% with relation to said component.

2.3.1 c) More detailed information about the way in which any compensation obtainable on the basis of previous similar plans influenced the calculation of Share-based compensation under the Plan

Not applicable.

2.3.1 d) More detailed information about consistency between factors behind the determination of compensation and targets set

Not applicable.

2.4. Reasons behind any decision to set up compensation plans based on financial instruments not issued by the Issuer, such as those issued by subsidiaries or parent companies or external companies; where the above instruments are not traded on regulated markets, information about the criteria used to determine the value attributable to them.

Not applicable.

2.5. Assessments regarding major tax and accounting implications that affected the definition of the Plan

The creation of the Plan was not influenced by significant tax or accounting assessments.

It was defined on the basis of the current rules, which equate the income arising from participation in the Plan to employment income and, therefore, subject to ordinary withholding taxes. In particular, the taxable value arising from the stock grant rights allocated to employees will be equal to the normal value of the share on the date when it becomes available to the employee following the exercise of the corresponding rights. The shares will be taxed at the moment when they are physically delivered to the beneficiary, the taxable value being employment income determined by the normal value of the share on the allocation date (this being a stock grant with a zero exercise price).

In the event of a positive difference between the normal value of the share on the allocation date and any selling price, this will be treated as sundry income (capital gain) and taxed accordingly.

2.6. Possible support for the Plan by the Special Fund for Incentivising Worker Participation in Companies, pursuant to Article 4, paragraph 112, of Law 350 of 24 December 2003

Not applicable.

3. [APPROVAL PROCESS AND TIMETABLE FOR THE STOCK GRANT](#)

3.1. Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the purposes of implementing the Plan

On 1 March 2021, the Esprinet Board of Directors resolved to refer to the Shareholders' Meeting, convened for 7 April 2021 in a single call, the adoption by Esprinet of a "Long-Term Incentive Plan" for the Company's Chief Executive Officer, senior management and

General Manager, for the three-year period 2021/2022/2023. Furthermore, in the continuation of the same meeting on 1 March 2021, acting on the basis of the guidelines and general criteria established by the Nomination and Remuneration Committee on the same date, the Board of Directors approved the Guidelines for the Long-Term Compensation Plan for 2021, 2022 and 2023.

Therefore, the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ended 31 December 2020 is asked, *inter alia*, to vote on the following agenda item:

Motion for approval, in accordance with remuneration policies and pursuant to Article 114-bis of Legislative Decree 58/1998, of a compensation plan ("Long-Term Incentive Plan") for members of the Board of Directors and managers of the group, valid for the three-year period 2021/2022/2023 and concerning the allocation of stock grant rights (Performance Stock Grant) to beneficiaries, to be identified by the Board of Directors.

Therefore, the Shareholders' Meeting will be asked to grant the Board of Directors the powers necessary and/or expedient to implement the Plan, in particular by delegating authority to the Board, following consultation with the Nomination and Remuneration Committee, to (i) name the beneficiaries consisting of members of the Board of Directors, (ii) determine the number of rights to be allocated to each of these beneficiaries, (iii) set the performance targets on which the accrual of stock grant rights is conditional and (iv) approve the Plan Regulations and related documentation, containing all terms, conditions, characteristics and procedures for implementation of the Plan, establishing any other aspect needed and/or useful for the implementation of the Plan.

The Shareholders' Meeting will also be asked to grant the Board the power to make any changes to the Regulations that may become necessary and/or expedient as a result, for example, of changes in the laws or regulations applicable.

3.2. Persons responsible for administering the Plan and their function and powers

The Board of Directors is responsible for administering the Plan, subject to approval and grant of the powers referred to in point 3.1 above.

The Chief Executive Officer of Esprinet S.p.A. will be delegated the necessary powers to:

- identify the beneficiaries of stock grant rights from among the Company's key managers;
- determine the number of stock grant rights pertaining to each of these beneficiaries;
- set the performance targets on which the accrual of stock grant rights is conditional;
- determine any lock-up restrictions on shares in accordance with the recommendations contained in the Corporate Governance Code;
- establish any other information necessary and/or useful for the implementation of the Plan.

At the time of the assignment of the stock grant rights to the Company's Chief Executive Officer and the determination of the performance targets on which the accrual of the stock grant rights is conditional, the same CEO will not participate in the relative board resolution.

Any operational duties necessary for the formal execution of certain aspects of the Plan will be carried out by Esprinet S.p.A.'s Human Resources Management Department.

3.3. Any existing Plan review procedures, including in relation to possible changes in the basic objectives

The Board of Directors reserves the right at any time to make any amendments and additions in terms of the application and implementation of the Plan, in accordance with the general guidelines established by the Nomination and Remuneration Committee, where it believes, at its sole discretion, that such amendments and additions are useful if not necessary to achieve the aims of the Plan, while complying substantially with the authorisations given by the Shareholders' Meeting.

The Board of Directors reserves the right, only in relation to the CEO and following consultation with the Nomination and Remuneration Committee, to regulate the emerging rights and/or to amend the number of rights that can be allocated if and to the extent that the operations listed below (affecting the Company's share capital and occurring during the vesting period) or other operations having similar effects and the respective concrete forms of implementation are likely to affect the economic value of the rights that can be allocated. These operations include, but are not limited to, reverse stock splits and/or stock splits, scrip share capital increases and/or against payment, share capital reductions, distributions of extraordinary dividends and assignment of Company assets to shareholders.

Furthermore, the Board of Directors will be vested with the right to make any changes to the Regulations which become necessary and/or expedient as a result of changes in the applicable laws or regulations.

A similar right will be granted to the Chief Executive Officer in terms of revising the Plan, but only in relation to managers, and this right must be exercised in similar circumstances to those described in the previous paragraph.

Similarly, in the case of events or circumstances, currently unforeseeable, which may substantially affect the Esprinet Group's Economic-Financial performance and/or how this is recorded in the consolidated accounts, as well as in the case of significant changes in accounting principles during the Vesting Period compared with the procedures existing on the date of allocation of the potential stock grant rights, the Board of Directors must appoint an internal committee made up of independent directors, of which at least one must have sufficient experience of accounting and financial matters, that may, at its discretion, take one or more of the following decisions:

- ensure that the Plan beneficiaries can enjoy a level of monetary compensation equivalent to that which they would have obtained in shares if they had exercised the rights allocated to them;
- ensure that beneficiaries are rewarded with rights of similar economic value to those that they would have obtained from exercising the rights allocated to them;
- make any adjustment to the Plan that is necessary in order to restore equal conditions for beneficiaries with respect to the economic value of the rights allocated to them.

Any other substantial changes which might be necessary in the light of changing environmental and/or economic conditions, and for which it might be advisable, in the light of the Plan's aims, to review the Group's objectives, must be put to the Shareholders' Meeting.

3.4. Description of the ways in which to determine the availability and allocation of the financial instruments on which the plans are based (for example: free grant of shares, capital increases excluding pre-emption right, buying or selling of treasury shares)

The stock grant rights concern a maximum of 1,150,000 ordinary Company shares.

These may derive from market purchases under the applicable "share buyback and disposal plan".

3.5. Role performed by directors in determining the characteristics of the Plan; any conflicts of interest involving the directors concerned

In approving this proposed performance stock grant plan, the Board adhered to the general guidelines established by the Remuneration Committee in its meeting held on 15 February 2021.

The Chief Executive Officer, as a potential beneficiary of the Plan in the light of the information received from the Nomination and Remuneration Committee during the board meeting of 1 March 2021 regarding the approval of the Plan and of the resulting proposal to the Shareholders' Meeting, abstained from the discussion and from voting on said items.

3.6. As required by Article 84-bis, paragraph 1, the date of the decision taken by the body having authority to refer the approval of plans to the Shareholders' Meeting and any proposals of the Nomination and Remuneration Committee

On 1 March 2021, the Board of Directors of Esprinet resolved to refer to the Shareholders' Meeting, convened for 7 April 2021 in a single call, the adoption by Esprinet of a "Long-Term Incentive Plan" for the Company's Chief Executive Officer, General Manager and senior management. Furthermore, acting on the basis of the guidelines and general criteria established by the Nomination and Remuneration Committee on 1 March 2021, the Board of Directors approved the Guidelines for the Long-Term Compensation Plan for 2021, 2022 and 2023.

The maximum number of shares made available to service the allocation of stock grant rights is 1,150,000 shares.

On the same date, the Board of Directors approved the Plan Guidelines, which reflect the general characteristics of the Plan and the preliminary means of allocating the Shares under the performance stock grant plan.

3.7. As required by Article 84-bis, paragraph 5, letter a), the date of the decision taken by the body having authority to grant the instruments and any proposals to the aforementioned body put forward by the Nomination and Remuneration Committee

This information is not available on the date of this Document and will be notified subsequently in accordance with Article 84-bis, paragraph 5, of the Issuers' Regulation. The implementation of the Plan is resolved by the Board of Directors, following consultation with the Nomination and Remuneration Committee by May.

3.8. Market price recorded on the aforesaid dates, for the financial instruments on which the plans are based, if traded on regulated markets

The official share price recorded on the MTA organised by Borsa Italiana S.p.A. at the end of trading on 26 February 2021 (last trading day before the date on which the Board of Directors of Esprinet resolved to submit the adoption of the Plan to the Shareholders' Meeting) was Euro 10.58.

As regards the recorded market price of the shares on the date of allocation of stock grant rights, it is specified that this information is not presently available since this allocation had not yet taken place on the date on which this Document was written. This information will be published on the date when these rights are allocated, pursuant to Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation.

3.9. In the case of plans based on financial instruments traded on regulated markets, when identifying the timetable for the allocation of the instruments in implementation of the plans, how does the Issuer take into account the possible simultaneous timing of:

- i) said allocation or any decisions taken on this matter by the Nomination and Remuneration Committee, and
- ii) the disclosure of any significant information pursuant to Article 17 of the MAR; for example, where such information is
 - a. not already public and capable of positively affecting market prices, or
 - b. already published and capable of adversely affecting market prices

It is specified that the Board of Directors, having 60 days in which to deliver the shares as of the end of the Vesting Period, i.e. from the presentation of the Esprinet Group's certified Consolidated Financial Statements for the year ended 31 December 2023, must take care to exercise that right in such a way that it does not adopt the decisions referred to above at the same time as any decisions that fall within the definition of Inside Information and that, as such, may substantially affect the price of the shares and interfere with the proper implementation of the procedures for allocating the shares.

4. CHARACTERISTICS OF THE SHARES ALLOCATED

4.1. Description of the forms in which the stock-based compensation plans are structured; for example, indicate whether the plan is based on the allocation of: financial instruments (restricted stock grant); the increase in value of those instruments (phantom stock); options to buy the financial instruments at a later date (option grants) with settlement by physical delivery (stock options) or by cash based on a differential (stock appreciation rights)

Under the Plan, beneficiaries will be granted the right to receive a pre-determined number of ordinary shares from the Company, provided that they achieve specific Economic-Financial Performance and ESG Performance targets and that they remain with the Company in the position held.

The maximum total number of Shares that can be allocated by the Company is 1,150,000.

4.2. Vesting period including with reference to any different cycles envisaged

The duration of the Plan (or "vesting period"), by which is meant the period of time in which the Board of Directors has the right to identify beneficiaries and to decide to allocate stock grant rights, is three years, without prejudice to the lock-up restrictions on the shares allocated described in Article 4.6 below.

The Plan will therefore be implemented with the physical delivery of the shares within 60 days of the approval of Esprinet's certified Consolidated Financial Statements for the year ended 31 December 2023.

4.3. End of the Plan

See point 4.2 above.

4.4. Maximum number of financial instruments, including in the form of options, allocated in each tax year in relation to the persons named or categories indicated

Under the Plan, a maximum of 1,150,000 stock grant rights may be allocated in relation to Esprinet ordinary shares.

The maximum number of rights allocated to each beneficiary is information not available at present. This information will be made public during the implementation of the Plan in accordance with Article 84-bis, paragraph 5, letter a) of the Issuer Regulations.

4.5. Means and clauses for implementation of the plan, specifying whether the actual allocation of the instruments is conditional upon the occurrence of conditions or the achievement of specified results, including performance results

Under the Plan, beneficiaries are granted the right to receive a pre-determined number of Esprinet ordinary shares, for no consideration, provided that they achieve Economic-Financial Performance and ESG Performance targets as described in greater detail in Article 2.2 above and that they remain with the Company.

The Plan also makes provision for the adoption of ex-post adjustment mechanisms such as the clawback mechanisms used to recover a sum equal to the net value arising from the possession of the Shares received and/or a number of Shares equal to or lower than the number of Shares received, on the occurrence of specific events identified during the preparation of the Regulations and within two years of the accrual of the stock grant rights, in full or in part.

Below is a non-exhaustive list of situations in which this clawback might occur:

- fair dismissal of the beneficiary;
- gross negligence or wilful misconduct on the part of the Beneficiary or violation of the law and/or regulatory provisions resulting in significant financial and/or reputational damage to the Company;
- the incentives accrued under the plan were based on data that turn out to be manifestly erroneous.

In the event of Significant Extraordinary Operations, or the promotion of a public takeover bid that regards the entire share capital or that is promoted pursuant to art. 107 of the Consolidated Law on Finance, this would be considered a trigger event with respect to the

accrual of the rights of each Plan beneficiary, in addition to ending any lock-up restrictions on the shares.

For the purposes of the Plan, "Significant Extraordinary Operations" are considered the following:

- liquidation or winding-up of the Company;
- merger and demerger operations, share capital increases through the contribution of assets in kind, which exceed the significance parameter referred to in article 70 of the Issuers' Regulation.

In such a case, any Share lock-up restrictions will also be removed.

In the event of a merger and/or demerger of the Company with other entities, which do not fall into the category of "Significant Extraordinary Operations", each right accruing under the Plan must be taken on or replaced by a right with the same economic value by the incorporating entity and/or the companies resulting from the demerger.

If a public takeover bid is promoted, the Shares will be allocated by the end of the first possible day following the day on which the public takeover bid is made public.

In addition, in the event of unforeseeable transactions and/or circumstances likely to significantly affect performance and/or their recognition in the Esprinet Group's consolidated financial statements, as in the case of significant changes in the accounting standards on the basis of which performance targets have been set, one of the independent members of the Nomination and Remuneration Committee must be appointed as a "guarantor" with the power to take one or more of the following decisions:

- to ensure that the Plan beneficiaries can enjoy the same level of monetary compensation that they would have obtained in Shares had they exercised the rights allocated to them;
- to ensure that beneficiaries are rewarded with rights of similar economic value to those that they would have obtained from exercising the rights allocated to them;
- to ensure that the incoming legal entity replaces the rights allocated to the individual beneficiaries with similar rights on shares it has issued for an equivalent economic value;
- make any adjustment to the Plan that is necessary in order to restore equal conditions for beneficiaries with respect to the economic value of the rights allocated to them.

4.6. Indication of any lock-up restrictions imposed on the instruments allocated or on the instruments arising from the exercise of options, with particular regard to the time periods within which it is permitted or prohibited to transfer these to the Company or to third parties

The stock grants rights are allocated personally to beneficiaries and are not therefore transferable under any circumstances by act inter vivos, either in whole nor in part.

Transfer means any act of disposal having the direct or indirect effect of assigning share rights to third parties, including, but not restricted to, deeds without valuable consideration, exchanges and contributions.

It is specified that a portion corresponding to 25% of the shares allocated to beneficiaries will be subject to a lock-up restriction of two years, commensurate to the characteristics of the business activities carried out by the Company and with the associated risk profiles.

In the particular case of Esprinet, the extent and duration of the restriction must reflect the fact that the policy of attentively managing the Company's main operating risks, the nature of its sector and business activities do not allow for tactical moves designed to favour the achievement of medium/short-term results to the detriment of long-term ones.

4.7. Description of any conditions subsequent in relation to the allocation of the plans where the beneficiaries carry out hedging operations that neutralise any restrictions on the sale of the financial instruments granted, including in the form of options, or the financial instruments arising from the exercise of those options

Not applicable.

4.8. Description of the effects of termination of employment

Stock grant rights are allocated to beneficiaries on condition, inter alia, that they remain with the Company.

Therefore, if the employment relationship ends, the following provisions will apply:

- if the employment relationship ends through voluntary resignation or dismissal for just cause or, in the case of directors, through non-consensual termination of the relationship, the beneficiary will, unless otherwise decided by the Board of Directors, lose all stock grant rights and will not be entitled to any indemnity and/or compensation of any kind;
- if the employment relationship ends by mutual consent or at the Company's instigation but without just cause or by the beneficiary's resignation or withdrawal on the basis of just cause, subject to giving suitable notice, the beneficiary will maintain the right to the incentives accrued on a pro-rata basis as at the date on which the relationship is terminated, on condition that the Economic-Financial Performance and ESG Performance targets are achieved, even if these are measured after the date of termination in accordance with point 2.2; this provision is also applicable in cases where the employment relationship with the beneficiary ends as a result of death or permanent disability;
- if one or more of the cases described above occurs, the Board of Directors or the Chief Executive Officer reserve the right, in accordance with the guidelines established by the Nomination and Remuneration Committee and taking into account the objectives pursued through the Plan, to re-allocate the rights to new beneficiaries or to previously identified beneficiaries.

In the event of the early termination of the relationship by mutual consent, or as a result of death or permanent disability, the Board of Directors, with the approval of the Nomination and Remuneration Committee, may fully or partially waive the lock-up and clawback restrictions on the allocated shares accrued.

4.9. Other grounds for cancellation of the Plan

There are no express grounds for the cancellation of the Plan. Given, however, that the Board of Directors or the Chief Executive Officer reserve the right to intervene at any time

in order to change the terms and conditions for participation in the Plan, as provided for in point 3.3, it is possible that the Board of Directors or the Chief Executive Officer may go as far as cancelling the Plan to which this Document relates and adopting a Plan that is substantially new in terms of its qualifying criteria.

4.10. Reasons for the Company opting to "redeem" the financial instruments to which the plans relates, as provided for in Articles 2357 et seq. of the Italian Civil Code; redemption beneficiaries indicating whether this is aimed only at particular categories of employees; effects of termination of employment relationship on that redemption

There is no provision under the Plan for redemption by the Company of the shares allocated, as specified in articles 2357 et seq. of the Italian Civil Code.

4.11. Any loans or other facilities granted for the purchase of the shares pursuant to art. 2358, paragraph 3 of the Italian Civil Code

There is no provision under the Plan for the granting of loans or other facilities to purchase the shares pursuant to Article 2358, paragraph 3, of the Civil Code.

4.12. Assessments of the expected cost to the Company on the allocation date, determinable on the basis of terms and conditions already defined, in an aggregate amount and with respect to each instrument of the Plan

The Plan involves the allocation of Shares originating from the rights accrued by the end of 60 days from the date of presentation of Esprinet's certified Consolidated Financial Statements for the year ended 31 December 2023. The overall financial cost for the Company cannot therefore be determined in advance insofar as this depends on the total number of shares actually allocated. The figurative burden posted in the financial statements in the tax years covering the duration of the Plan is based on the likelihood of the shares being allocated and the fair value attributable to the rights allocated to beneficiaries, as well as the tax and social security treatment of the Plan.

On the date of this Document, analyses are still being carried out to define in precise terms the accounting impact of the adoption of the Plan on the financial statements of Esprinet and of the Esprinet Group.

4.13. Any dilutive effects brought about by the Plan

The Plan involves the use of treasury shares. This means that there will be no dilutive effect on the Company's capital.

4.14. Any limits on the exercise of voting rights and on the grant of property rights

There is no provision under the Plan for any limitation on voting rights or on associated property rights with respect to the Shares allocated.

4.15. If the shares are not traded on regulated markets, any useful information to make a thorough assessment of the value attributable to them

Not applicable.

4.16. Number of financial instruments underlying each option

Not applicable.

4.17. Maturity of options

Not applicable.

4.18. Procedure (US/European), timetable (e.g. valid exercise periods) and exercise clauses (for example, knock-in and knock-out clauses)

Not applicable.

4.19. Exercise price of the option or the means and criteria for determining this, with particular regard to:

- a) the formula for calculating the exercise price in relation to a specified market price (fair market value) (for example: exercise price equal to 90%, 100% or 110% of the market price), and
- b) the means of determining the market price used as reference for determining the exercise price (for example: last price of the day preceding the allocation, average for the day, average of the last 30 days, etc.);

Not applicable.

4.20. If the exercise price is not equal to the market price determined as described in point 4.19.b (fair market value), reasons for this difference

Not applicable.

4.21. Criteria on the basis of which different exercise prices are contemplated for different subjects or different categories of beneficiaries

Not applicable.

4.22. If the financial instruments underlying the options are not traded on regulated markets, indication of the value that can be attributed to the underlying instruments or the criteria used to determine that value

Not applicable.

4.23. Criteria for the adjustments necessary following extraordinary capital transactions and other transactions that involve a change in the number of underlying instruments (capital increases, exceptional dividends, reverse stock splits and stock splits affecting the underlying shares, merger and demerger, conversion into other categories of shares, etc.)

See point 4.5 above.

4.24. Information referred to in Table 1 of Schedule 7 of Appendix 3A to the Issuers' Regulation

This information will be published on the date when these rights are allocated, pursuant to Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation.