



# Engagement Policy

## General definitions

<b>Directors:</b>	executive and non-executive members of the Board of Directors <i>pro-tempore</i> in office
<b>Chief Executive Officer:</b>	the Chief Executive Officer of Esprinet S.p.A. <i>pro-tempore</i> in office
<b>Shareholders' Meeting:</b>	the meeting of Shareholders of Esprinet S.p.A.
<b>Shareholders:</b>	the holders of one or more shares with voting rights of Esprinet S.p.A.
<b>C.C.:</b>	the Italian Civil Code
<b>Corporate Governance Code:</b>	the Corporate Governance Code drawn up by the Committee for the Corporate Governance of listed companies approved in January 2020
<b>Board of Statutory Auditors:</b>	the Board of Statutory Auditors of Esprinet S.p.A. <i>pro-tempore</i> in office
<b>Board of Directors or BoD:</b>	the Board of Directors of Esprinet S.p.A. <i>pro-tempore</i> in office
<b>Consob:</b>	Commissione Nazionale per le Società e la Borsa (national committee for listed companies and the stock exchange)
<b>Dialogue:</b>	the dialogue established with Shareholders and Investors pursuant to this document
<b>ESPRINET or Company:</b>	Esprinet S.p.A. is a public limited company under Italian law with registered office in Vimercate (MB), Via Energy Park 20, registration number with the Companies' Register of Milan, Monza Brianza, Lodi and Tax Code 05091320159, R.E.A. (economic and administrative index) MB-1158694, VAT No. IT02999990969, with fully paid-up share capital of EUR 7,860,651.00 divided into 50,934,123 ordinary shares with no nominal value
<b>ESPRINET Group or Group:</b>	the group of companies controlled by Esprinet S.p.A. as per Article 2359 of the Civil Code
<b>Policy:</b>	this policy for managing dialogue with Shareholders
<b>Suppliers Code of Conduct:</b>	ESPRINET Group's Code of Conduct for responsible supply chain management
<b>Rules Governing Shareholders' Meetings:</b>	Rules governing the proceedings of ordinary and extraordinary meetings of Esprinet S.p.A. shareholders and, as far as compatible, any meetings of special categories of shareholders and bondholders
<b>Annual Report on Corporate Governance and the</b>	

<b>Ownership Structure:</b>	the annual report drawn up by Esprinet S.p.A. pursuant to Art. 123-bis of Legislative Decree No. 58 of 24 February 1998
<b>Regulation (EU) No. 596/2014:</b>	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC
<b>Issuer Regulations:</b>	the Issuer Regulations adopted by Consob Resolution No. 11971 of 14 May 1999 and subsequent modifications and integrations
<b>Internal control and Risk Management System:</b>	the regulations, conduct, policies, procedures and organisational structure aimed at ensuring, through a process of identifying, measuring, managing and monitoring the main risks, a healthy, correct and reasonably sound management of the company in order to achieve its sustainable success
<b>Website:</b>	the company's website can be found at <a href="http://www.esprinet.com">www.esprinet.com</a>
<b>Associated company:</b>	any company, including those without legal personality, such as in the case of a partnership, where one shareholder exercises notable influence but does not have control or joint control
<b>Subsidiary company:</b>	any company, including those without legal personality, such as in the case of a partnership, controlled by another company
<b>Statute:</b>	the statutes of Esprinet S.p.A. in force
<b>Finance Consolidation Act or TUF:</b>	Legislative Decree No. 58 of 24 February 1998 and subsequent modifications and integrations

## CONTENTS

1. PURPOSE .....	4
2. GENERAL PRINCIPLES.....	4
3. DIALOGUE MANAGEMENT METHODS .....	5
4. KEY ISSUES.....	7
5. DISCLOSURE AND MONITORING .....	7

## 1. PURPOSE

ESPRINET's Board of Directors promotes and values Dialogue with its Shareholders and strives to ensure that it is continuous, open and transparent, in order to ensure the sustainable creation of shared value in the long term.

Dialogue with the Shareholders is an opportunity to share the actions and the strategic *vision* at the basis of the management of the Company with its investors, but it also represents a unique opportunity for defining the activities capable of guaranteeing high *standards of governance* that the Board of Directors intends to pursue. The role of the administrative body on which the ESPRINET Group's *corporate governance* system is based is crucial in defining transparent management choices, in the efficient implementation of the Internal Control and Risk Management System and in the adoption of a strict governance of potential conflicts of interest.

To this end, the Board of Directors of ESPRINET, in accordance with the recommendations of the Corporate Governance Code to which the company adheres and inspired by the *best practices* on the matter, at its meeting of 31 January 2022, adopted, on the proposal of the Chairperson of the Board in agreement with the Chief Executive Officer, this "Policy for the Management of Dialogue with Shareholders".

The Policy, taking into account the Company's past experience and the methods of *engagement* adopted by the main Investors, is aimed at identifying and defining the purpose, the general principles, the management methods and the main contents of the Dialogue between the Company and its Shareholders.

These activities take the form of (i) making available, on the company's main communication channels, the necessary information with a view to *disclosure* (i.e. papers, *reports* of a financial or non-financial nature); (ii) the possibility of creating a direct contact between ESPRINET and the Shareholders through specific corporate functions that have been identified in the *Investor Relations* and *Corporate Affairs* function; (iii) the organisation for institutional investors, in virtual mode or in-person, of *roadshows* and *investor days*, *one-to-one* meetings, *group meetings* and any other events that may be necessary to facilitate the exchange of information.

## 2. GENERAL PRINCIPLES

The BoD ensures that ESPRINET pays particular attention to the management and manner in which the Dialogue with Shareholders is established, ensuring that each function involved in the aforementioned Dialogue has adequate resources and means to organise, manage, protect and facilitate the exchange of information. It is therefore necessary that the Dialogue with Shareholders be guided by the following principles:

### Transparency

Information provided to Shareholders must be fair, clear and not misleading. ESPRINET establishes relations with its *stakeholders* based on the principles of good faith, fairness, loyalty and transparency.

### Timeliness

The information and documentation made available, and responses to requests for clarification and further information, must be provided within a reasonable timeframe that takes into account current legislation and company operations.

## Equal treatment

The Company, by establishing equal measures for each category of Shareholders, ensures that the Dialogue takes place in full respect of the equal treatment of Shareholders who will therefore be subject to identical conditions.

## Compliance

ESPRINET respects and complies at all times with the provisions of the law and internal regulations regarding *governance* including the regulations on *market abuse* referred to in Regulation (EU) No. 596/2014 and by the subsequent internal implementing provisions and those transposed in the "Regulations for the management of Insider Information" adopted by the Company, which also define the related external communication, in addition to the principles and behavioural obligations, roles and responsibilities regarding the proper management and treatment of insider and confidential information concerning the ESPRINET Group.

Finally, ESPRINET ensures, at all times, the application of the principles of collaboration and transparency with the supervisory authorities.

## 3. DIALOGUE MANAGEMENT METHODS

The *Investor Relations* and *Corporate Affairs* function is identified as the point of contact for the Dialogue with Shareholders and as such receives and processes requests for information or clarifications made by investors. The Chief Executive Officer, on the other hand, as the individual responsible (the "**Responsible Director**") for the full implementation of this Policy, plays a liaison role by identifying the appropriate timing and methods for the Dialogue and, taking into account the specific issues on which the Dialogue with the Shareholders should focus, the *Responsible Director* assesses the advisability of involving other corporate functions or other members of the Board of Directors in the Dialogue (such as, for example, the members of the board committees) who are more regularly involved in the specific issues dealt with.

In addition, ESPRINET communicates, interacts and promotes discussion with Shareholders on an ongoing basis and with appropriate tools to ensure a proactive (i.e., at the initiative of the Company) and reactive (i.e., at the initiative of Shareholders) Dialogue involving:

- a) the corporate website;
- b) press releases issued to the market;
- c) *alerts*;
- d) the Shareholders' Meeting;
- e) the *Investor Relations* and *Corporate Affairs* function;
- f) meetings with the financial community, institutional investors, analysts.

### THE CORPORATE WEBSITE

The Website, [www.esprinet.com](http://www.esprinet.com), represents the main channel for conveying information on the Company to Shareholders so that they may be kept up-to-date in real time and may deepen their knowledge of ESPRINET and the markets in which the Group operates.

ESPRINET in compliance with this Policy and with the regulations in force on the issue of relevant communications and *market abuse*, publishes in a clear, complete, up-to-date, accurate and truthful manner all the information necessary to ensure that shareholders and investors have an informed opinion of the Company.

The following are available in the "Investors" section of the Website: press releases, presentations, *podcasts* and reports on financial results (periodic and annual). The same section

also contains the calendar of corporate events drawn up in compliance with the instructions of Borsa Italiana S.p.A., the list of analysts who follow the Company, the contact channels with the *Investor Relations* function and information on the share performance.

The "Governance" section of the Website contains the main corporate documents (by way of example but not limited to: Statutes, Rules Governing Shareholders' Meetings, Code of Ethics, Suppliers' Code of Conduct, Annual Report on Corporate Governance and Ownership Structure, Report on Remuneration, Internal Dealing Procedures, Related Party Transaction Procedure, Guidelines for the Internal Control and Risk Management System and the Sustainability Report) as well as information on ESPRINET's *corporate governance* system, including information on the composition of the Board of Directors, the board committees, the Board of Statutory Auditors and the Independent Auditors.

## **PRESS RELEASES ISSUED TO THE MARKET**

For the transmission of Regulated Information, the Company makes use of the eMarket SDIR system managed by the company Spafid Connect S.p.A., with registered office at Foro Bonaparte 10, Milan.

For the storage of Regulated Information, ESPRINET uses the eMarket STORAGE mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by the company Spafid Connect S.p.A.

## **ALERTS**

With a view to making the exchange of corporate information more immediate, ESPRINET has developed a newsletter *tool*, the so-called "*Corporate Alert Service*" that sends *emails* to subscribers, according to their preferences, which contain notices and information regarding corporate events, press releases and financial results.

## **THE SHAREHOLDERS' MEETING**

The Annual Shareholders' Meeting is a key event in the calendar for ESPRINET and its Investors as it represents a privileged institutional meeting point between the Company's management and Shareholders. Therefore, ESPRINET endeavours to facilitate and solicit the participation of Investors in the Shareholders' Meeting by paying particular attention to its organisation.

The "Investors" > "Shareholders' Meeting" section of the website contains all the documents and information required by the regulations in force for listed companies, including: notices of call; information on attendance at the Meeting by those entitled to attend; proxy procedures and reports prepared by the Board of Directors on the items on the agenda, as well as the minutes of the meeting.

Pursuant to current legislation, Shareholders may ask questions on the items on the agenda even before the Meeting, according to the procedures provided for in the notice of call, which shall be answered at the latest during the Meeting itself.

## **THE INVESTOR RELATIONS AND CORPORATE AFFAIRS FUNCTION**

The internal *Investor Relations* function, with the support of the *Corporate Affairs* function, acts as a point of contact for requests for Dialogue submitted by Shareholders to the Company. This function shall endeavour to ensure, in accordance with the requirements of the Policy, a timely response to all duly made requests.

#### Investor Relations

Tel.: +39 02 404961

Mail: [investor@esprinet.com](mailto:investor@esprinet.com)

#### Corporate Affairs

Tel. +39 02 404961

Mail: [corporate.affairs@esprinet.com](mailto:corporate.affairs@esprinet.com)

### MEETINGS

Meetings with the financial community, attended by the head of the *Investor Relations* function and the Chief Executive Officer, take place as follows:

- a) through *roadshows* and *investor days* organised upon invitation by *investment banking* and *corporate broking* companies in the form of *one-to-one* or *group meetings*;
- b) in *one-to-one* meetings at the specific request of Shareholders;
- c) through *conference calls* periodically organised by the Company upon invitation to the database of Investor and Analyst contacts;
- d) through periodic meetings to exchange information with the analysts who follow the Company.

These meetings may take place virtually or in-person.

## 4. KEY ISSUES

ESPRINET ensures that information provided to Shareholders and analysts is consistent with the company's policies on the handling of corporate information and complies with disclosure rules and the general duty of confidentiality.

In the manner set forth above, the Company provides the financial community with various types of information including information regarding its activities, strategies and performance. Particular attention is also paid to information on *environmental, social and governance (ESG)* issues as the Company considers these fundamental to the creation of a sustainable corporate identity aimed at creating current and future value.

Apart from issues relating to economic and financial performance, Group strategy and regulatory issues discussed in meetings, extra-financial aspects (such as, for example, corporate governance methods, issues relating to sustainability and risks in the broadest sense) are also part of the Dialogue with Shareholders.

In view of this, the topics covered by the Dialogue with the Shareholders include, in particular: economic/financial/operating performance (financial and non-financial results); corporate strategy and sustainability; capital structure; remuneration policies for Shareholders; practices and information on corporate governance methods; acquisitions or other extraordinary transactions; structure and composition of the Board and of the board committees; management remuneration; and regulatory aspects.

## 5. DISCLOSURE AND MONITORING

This document is made available to the public in the dedicated section of the Company's Website, [www.esprinet.com](http://www.esprinet.com).



The Chief Executive Officer, with the support of the corporate functions involved in the Dialogue, ensures that the Board of Directors is always duly and promptly informed about the developments and the content of the dialogues undertaken with the Shareholders and is responsible for the correct application of the Policy, its suitability and consequent implementation measures, the contents that emerge and the issues dealt with in the Dialogue with the Shareholders. In addition, appropriate communication will be provided to the Board at the first possible meeting.

A description of this Policy is also included in the Annual Report on Corporate Governance and Ownership Structure. The Policy may also be updated or amended, when necessary, upon proposal of the Chief Executive Officer.

**Approval: Board of Directors Meeting of 31 January 2022**