

**ESPRINET S.p.A.**

Headquarters in Vimercate (MB), Via Energy Park no. 20

Share Capital Euro 7,860,651.00 fully paid in

Listed on the Register of Companies of Milan, Monza Brianza, Lodi under no.  
05091320159

Tax Code 05091320159 - VAT number 02999990969 - Economic

Administrative Index MB-1158694

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

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

The Ordinary and Extraordinary Shareholders' Meeting of Esprinet S.p.A. ("**Company**" or "**Esprinet**") will be held at Studio Notarile Marchetti, Milan, Via Agnello no. 18, at 11:00 a.m. on 14 April 2022, on first and sole call, to discuss the following

**Agenda**Ordinary part

1. Financial Statements as at 31 December 2021
  - 1.1 Approval of the Financial Statements as at 31 December 2021, Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2021 and the Consolidated non-Financial Statements pursuant to Legislative Decree No. 254 of 30/12/2016 - Sustainability Report.
  - 1.2 Allocation of the result for the year.
  - 1.3 Dividend distribution.
2. Report on the remuneration policy and compensation paid
  - 2.1 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 6 of the TUF.
3. Proposal to authorise the purchase and disposal of treasury shares, within the maximum number permitted and with a term of 18 months; contextual revocation, for any unused portion, of the authorisation resolved by the Shareholders' Meeting of 7 April 2021.
4. Supplement to the fees of the Independent Auditors PricewaterhouseCoopers S.p.A.; related and consequent resolutions.

Extraordinary part

1. Cancellation of 516,706 treasury shares, without reduction of the share capital; consequent amendment of art. 5 of the Articles of Association. Related and consequent resolutions.

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It should be noted that the date and/or place and/or manner in which the Shareholders' Meeting is to be held and/or voted on and/or conducted as indicated in this Notice of Call remain subject to compatibility with the regulations in force or the measures issued by the competent Authorities due to the Covid-19 epidemiological emergency. The Company reserves the right to supplement and/or modify the content of this Notice should it become necessary as a result of the evolution of the emergency situation. Any changes will be promptly disclosed in the same manner as for the publication of the Notice and/or through the information channels provided for by the regulations in force from time to time.

The Company decided to avail itself of the right - pursuant to art. 106 of Decree Law no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020, as extended by Decree Law no. 228 of 30 December 2021, converted with amendments by Law no. 15 of 25 February 2022 - to dictate that shareholders can attend the Shareholders' Meeting **only through the Designated Representative** (as identified hereunder), in accordance with art. 135-undecies of Legislative Decree no. 58/98 ("TUF", Consolidated Law on Finance). In derogation of art. 135-undecies, paragraph 4, proxies or sub-proxies may also be conferred to the Designated Representative pursuant to art. 135-novies of the TUF.

The participation in the Shareholders' Meeting of the persons entitled to attend, who are not the same as the ones entitled to vote, (the Chairperson, the Chief Executive Officer, the Chairperson of the Board of Statutory Auditors, the other members of the corporate bodies, the secretary, the Designated Representative, the independent auditors and/or the employees and/or associates authorised by the Chairperson), may also take place by means of telecommunications that allow for their identification, without the need, in any case, for the Chairperson of the Shareholders' Meeting and the person responsible for taking the minutes (secretary or notary) to be in the same location, in compliance with the applicable regulations for this eventuality. The instructions and the methods for participation in the shareholders' meeting will be communicated to them on an individual basis.

#### **INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL**

The company's subscribed and fully paid-in share capital amounts to Euro 7,860,651.00, represented by 50,934,123 ordinary shares with no indication of par value, all with voting rights. At the date of this notice, the company holds 1,528,024 own shares, for which the voting right has been suspended pursuant to law. The share capital structure is available on the Company's website, <https://www.esprinet.com>, in the "*Investors – Esprinet on the Stock Market*" section.

The shares are registered, indivisible, may be freely transferred and are subject to the provisions of the laws applicable to joint ownership.

#### **ENTITLEMENT TO ATTEND THE MEETING**

In accordance with the law, attendance at the Shareholders' Meeting and the right to vote, exclusively by means of a proxy and/or sub-proxy to the Designated Representative, in accordance with the provisions of art. 106 of

Decree Law no. 18 and in the manner indicated below, are granted to the parties for which the intermediary has sent the Company the appropriate communication certifying the entitlement. This communication is made based on the relevant evidence at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., **5 April 2022** ("*record date*"); credit and debit entries made in the accounts after this deadline will not be considered for purposes of the entitlement to attend and exercise the right to vote at the Shareholders' Meeting; therefore, those holding Company shares only after this deadline will not have the right to attend and vote at the Shareholders' Meeting. Relevant communications by the authorised intermediaries must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, i.e., by 11 April 2022. However, this is without prejudice to the entitlement to attend and vote if the communications are received by the Company after this deadline, provided that they are received by the beginning of the Shareholders' Meeting, notwithstanding the principle that attendance and voting at the Shareholders' Meeting may only take place by specific proxy and/or sub-proxy to the Designated Representative. There are no procedures for voting by mail or electronically.

#### **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

Pursuant to art. 126-*bis* of the TUF, those shareholders that, also jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this Notice, an addition to the list of items to be discussed, by stating in their request the additional items proposed by them or by submitting resolution proposals on items that are already on the Agenda.

The request must be submitted in writing to the registered office, Via Energy Park no. 20, 20871 - Vimercate, (MB), to the attention of the Corporate and Legal Affairs office or via certified e-mail to [esprinet@legalmail.it](mailto:esprinet@legalmail.it), or via e-mail to [investor@esprinet.com](mailto:investor@esprinet.com). It must be accompanied by specific confirmation of share ownership, issued by the intermediaries holding the accounts in which the requesting shareholders' shares are registered. Within the above-mentioned deadline, the proposing parties must deliver a report on the items proposed for discussion or the reasons for the resolution proposals submitted on the items already on the Agenda.

Additions will not be permitted if they relate to items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or based on a project or report prepared by them, other than those referred to in art. 125-*ter*, paragraph 1, TUF. Any updated list of items to be discussed at the Shareholders' Meeting and any additional resolution proposals submitted, together with any comments by the Board of Directors, will be published in the manner stipulated by law.

In addition to the foregoing, considering that attendance of the Shareholders' Meeting is exclusively through the Designated Representative, the parties authorised to attend the Shareholders' Meeting that intend to formulate resolution proposals on the Agenda items are invited to present them in advance, by **25 March 2022**, in the same manner specified in the paragraph above. These proposals will be published on the Company's website by **30**

March 2022, in order to allow those entitled to vote to make an informed decision, also taking into account these new proposals, and to allow the Designated Representative to collect voting instructions on them if necessary. The requesting party must provide suitable documentation proving the entitlement to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative to attend the Meeting.

In the event of resolution proposals on the Agenda items that are alternative to those formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and, only if such proposal is rejected, will the Shareholders' proposals be put to the vote. These proposals, even in the absence of a proposal from the Board, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of share capital. Only if the proposal put to the vote is rejected will the next proposal in order of share capital represented be put to the vote. For purposes of publication, as well as in relation to the execution of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the Agenda items, their completeness, their compliance with applicable regulations and the entitlement of the proposers.

#### **VOTING BY PROXY AND THE COMPANY'S DESIGNATED REPRESENTATIVE**

In view of the current health emergency and having regard to the provisions of art. 106, paragraphs 4 and 5 of Decree Law no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020, as extended by Decree Law no. 228 of 30 December 2021, converted with amendments by Law no. 15 of 25 February 2022 - each subject authorised to attend the Shareholders' Meeting must be represented by a Designated Representative pursuant to art. 135-*undecies* of the TUF, via proxy and/or sub-proxy in writing pursuant to the applicable provisions of law.

For the Shareholders' Meeting referred to in this Notice of Call, the Company has identified as the Designated Representative, pursuant to art. 135-*undecies* of the TUF, Studio Legale Trevisan & Associati, with office in Milan, Viale Majno no. 45, in the person of Attorney Dario Trevisan or any of his replacements in the event of impediment, , who must be given a specific proxy and/or sub-proxy, alternatively in accordance with:

- art. 135-*undecies* of the TUF, through the "Designated Representative Proxy Form", or
- art. 135-*novies* of the TUF, with the option to use the "Ordinary Proxy Form" and/or "Sub-Proxy Form",

according to the procedure described below.

##### **▪ Proxy pursuant to art. 135-*undecies* of the TUF ("proxy to the Designated Representative")**

The Designated Representative may be granted a written proxy pursuant to art. 135-*undecies* of the TUF, free of charge for the delegating party (except for any delivery costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy will take effect only for proposals in relation to which voting instructions are given. The shares for which the proxy has been granted, even

partially, are calculated for purposes of the regular constitution of the Shareholders' Meeting.

The proxy to the Designated Representative pursuant to art. 135-*undecies* of the TUF must be granted by signing the specific "Designated Representative Proxy Form" made available, with the relative instructions for completing it and sending it in, on the Company's website (section "*Investors – Shareholders' Meeting*"), containing the voting instructions, and sent, in original, together with a copy of the identity document and, in the event of a legal entity, the documentation proving the corporate powers (chamber of commerce certificate or similar) by courier or registered letter with return receipt, to:

*Studio Legale Trevisan & Associati*

*Viale Majno no. 45*

*20122, Milan - Italy*

(Ref. "2022 ESPRINET Shareholders' Meeting Proxy"),

**no later than the second trading day** prior to the date set for the Shareholders' Meeting (***i.e., by 23:59 on 12 April 2022***).

Without prejudice to the sending of the original proxy, together with the voting instructions, this may also be communicated electronically to the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it). Sending the proxy to the certified e-mail address mentioned above, signed with electronic or digital signature in accordance with the regulations in force, satisfies the requirement of written form.

The proxy and related voting instructions granted to the Designated Representative pursuant to art. 135-*undecies* of the TUF are revocable in the same manner and within the same deadline (*i.e., by 23:59 on 12 April 2022*).

▪ **Proxy and/or sub-proxy pursuant to art. 135-*novies* of the TUF ("ordinary proxy" and/or "sub-proxy")**

Those who do not make use of the proxies pursuant to art. 135-*undecies* of the TUF may grant proxies and/or sub-proxies to the Designated Representative pursuant to art. 135-*novies* of the TUF, as an exception to art. 135-*undecies*, paragraph 4, of the TUF, which, with the related written voting instructions, together with a copy of an identity document and, in the case of a legal entity, the documentation proving the corporate powers (copy of a chamber of commerce certificate or similar), must be received:

(i) by the Company, by post, at the address: Via Energy Park no. 20, 20871 - Vimercate, (MB), to the attention of the Corporate and Legal Affairs office or by certified e-mail to [esprinet@legalmail.it](mailto:esprinet@legalmail.it), or by e-mail to [investor@esprinet.com](mailto:investor@esprinet.com), or alternatively;

(ii) by Studio Legale Trevisan & Associati, via post, at the address: Viale Majno no. 45, 20122, Milan – Italy, or via certified e-mail to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or e-mail: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) **by 12.00 on 13 April 2022** (without prejudice to the fact that the Designated Representative can accept proxies and/or sub-proxies and/or voting instructions also after the aforementioned term, provided before the start of shareholders' meeting proceedings).

The proxy and voting instructions may be revoked within the above deadline and in the same mode as above.

The communication to the Company made by the intermediary certifying the entitlement to attend the Shareholders' Meeting is also necessary in the event that the proxy is granted to the Company's Designated Representative; therefore, in the absence of the aforesaid communication, the proxy shall be considered null and void.

The Designated Representative will be available for clarifications or information at the above addresses and/or at the toll free number 800 134 679 (in working days and hours).

### **RIGHT TO ASK QUESTIONS ABOUT THE AGENDA ITEMS**

Pursuant to art. 127-ter of the TUF, those entitled to vote may ask questions on the Agenda items even before the Shareholders' Meeting, by sending them no later than the end of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., by **5 April 2022**.

The questions may be sent by registered mail to the registered office of the Company in Via Energy Park no. 20, 20871 - Vimercate, (MB), to the attention of the Corporate and Legal Affairs office or by certified e-mail to [esprinet@legalmail.it](mailto:esprinet@legalmail.it) or by e-mail to [investor@esprinet.com](mailto:investor@esprinet.com).

Any party wishing to exercise this right must provide, in the same manner, information that allows their identification by forwarding a specific communication issued by the intermediaries holding the accounts in which the shareholder's shares are deposited.

The questions received by the Company in the manner specified above **by Tuesday 5 April 2022** and that are relevant to the items on the Agenda will be answered on the Esprinet website in the section "*Investors – Shareholders' Meeting*" **by 11 April 2022**. The Company will not answer those questions that do not comply with the above-mentioned methods, terms and conditions.

### **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting, together with the resolution proposals, will be made available to the public within the terms of the law in the manner provided for by the regulations in force, with the right of the Shareholders and those who have the right to vote to obtain copies. This documentation will be available at the headquarters, in the "*Investors – Shareholders' Meeting*" section of the Company's website <https://www.esprinet.com>, as well as on the storage mechanism *eMarket Storage* at [www.emarketstorage.com/](http://www.emarketstorage.com/).

In compliance with the ongoing Covid-19 health emergency containment measures issued by the competent authorities, the public is asked to avoid access to the registered office for the acquisition of the documents in question until these measures are exhausted.

The Directors' Reports on the items on the Agenda and the justified opinion of the Board of Statutory Auditors on the proposed supplement to the independent auditors' fees are published at the same time as this Notice, while the annual financial report with the other documents referred to in art. 154-ter of the TUF, the Consolidated Non-Financial Statement and the Report on the Remuneration Policy and Compensation Paid will be made

available to the public within the deadlines established by governing regulations.

Vimercate, 15 March 2022

On behalf of the Board of Directors  
The Chairman  
Maurizio Rota