

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

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, in single call, to discuss the following

AgendaOrdinary 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.

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** 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.

For information on the share capital, the right to participate, the right to supplement the Agenda and to submit new resolution proposals, representation at the Shareholders' Meeting and the right to ask questions before the Shareholders' Meeting, please refer to the full text of the Notice of Call published on the Company's website <https://www.esprinet.com>.

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/.

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.

Vimercate, 15 March 2022

On behalf of the Board of Directors

The Chairman

Maurizio Rota

