

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING
OF 14 APRIL 2022
OF ESPRINET S.P.A.

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At 11.00 a.m. on 14 April 2022, proceedings get under way at the Ordinary Shareholders' Meeting of "**Esprinet S.p.A**" (with registered office in Vimercate, via Energy Park no. 20, share capital Euro 7,860,651.00 fully paid-up, tax code and registration number with the Milan-Monza-Brianza-Lodi Register of Companies 05091320159, registered with the Monza-Brianza R.E.A. (Economic and Administrative Index) under no. 1158694 (hereinafter "**Esprinet S.p.A.**" or the "**Company**").

As set forth in Art. 12 of the Articles of Association, the Chairman of the Board of Directors, **Maurizio Rota**, assumes the chairmanship of the Meeting. Thus, in compliance with Art. 12, paragraph 3 of the Articles of Association, as well as Art. 5 of the Rules Governing Shareholders' Meetings, designates Notary Andrea De Costa (an individual physically present where the meeting was convened, and therefore, at the Notary Office in Milan, Via Agnello no. 18) the secretary of the meeting as set forth in Art. 2371, paragraph 1 of the Italian Civil Code.

The **Chairman** makes the statements given below:

- after Decree-Law no. 18/2020 entered into effect (so-called "**Cura Italia**" - Heal Italy) which introduced some exceptional regulations linked to the Covid-19 emergency, applicable to the shareholders' meetings of listed companies, in order to minimise the risks connected to the current health emergency, Esprinet S.p.A. felt it necessary to avail of its right - established by decree - to allow shareholders to take part at shareholders' meetings exclusively through the designated representative under article 135-undecies of Legislative Decree 58/1998 ("**TUF (Consolidated Law on Finance)**"), without the shareholders physically being present; thus, specifically: (i) participation in shareholders' meetings by those who have the right to vote shall take place exclusively through the Law Firm Trevisan & Associati, the designated representative by the company as set forth in art. 135-undecies TUF (the "**DR**"), following the procedures already stated in the notice of convocation; (ii) the shareholders confer the aforementioned DR with proxies, as set forth in Art. 135-undecies of the TUF, and proxies and/or sub-proxies, as set forth in Art. 135-novies, as an exception to Art. 135-undecies, paragraph 4 of the TUF; and (iii) the Shareholders' Meeting shall be carried out exclusively by the remote means of attendance, by means of telecommunication which guarantee their identification;
- the Shareholders' Meeting was convened at the Marchetti Notary Office in Milan, Via Agnello no. 18, before the Secretary;

- as set forth in the above-mentioned Decree-Law Cura Italia, the Shareholders' Meeting shall also take place via teleconference so that the DR, other members of the corporate bodies, independent auditor representatives, and the company's partners may attend;
- on the teleconference call, there is,
- on behalf of the Board of Directors, in addition to the Chairman: Monti Marco (Deputy Chairman), Cattani Alessandro (Chief Executive Officer), Sanarico Angela, Mauri Chiara, Miglietta Angelo, Ricotti Renata Maria, Prandelli Emanuela, Morandini Lorenza;
- on behalf of the Board of Statutory Auditors: Dallochio Maurizio (Chairman of the Board of Statutory Auditors), Muzi Silvia and Mosconi Maria Luisa,
- also on the teleconference call is Attorney Dario Trevisan, representing the Law Firm Trevisan & Associati, which the company chose as its DR;
- the Shareholders' Meeting takes place in observance of the current regulations in this area, the Articles of Association, and the Rules Governing Shareholders' Meetings approved by the ordinary shareholders' meeting;
- the Ordinary Shareholders' Meeting was duly convened on 14 April 2022, in a single call, at the Marchetti Notary Office in Milan, via Agnello no. 18, at 11:00 a.m., according to the law and the Articles of Association, as per the notice posted on the company website and, in extract form, in the newspaper Il Sole 24 Ore, on 15 March 2022, as well as made available on the storage mechanism, at the address www.emarketstorage.com, with 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, Board of Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2021 and the Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of 30/12/2016 - Sustainability Report.

1.2 Allocation of the profit 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 own 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

omissis;

- the shareholders submitted neither requests to make additions to the Agenda of the Shareholders' Meeting nor motions to pass resolutions on topics already on the agenda, according to the terms and conditions under Art. 126-bis of the TUF (Consolidated Law on Finance);
- with 181 eligible parties having taken part by proxy, representing 23,901,512 ordinary shares equal to 46.926325% of the 50,934,123 ordinary shares making up the share capital, the Shareholders' Meeting, regularly convened, is validly constituted according to law and the Articles of Association and may pass resolutions on the items on the Agenda; in this regard, taking into account the means by which the shareholders take part in the Shareholders' Meeting and those by which the show of votes on all the items on the agenda was sent to the DR, the quorum necessary in relation to all items of this Ordinary Shareholders' Meeting is met;
- the intermediaries' communications were sent to the issuer for the authorised parties to be able to attend this Meeting according to the methods and the terms as set forth in current laws;
- no one who is eligible to vote sent questions on the items on the agenda before the Meeting as set forth in Art. 127-ter of the TUF;
- there were no requests for voting by proxy advanced for today's meeting as set forth in Art. 136 et seq. of the TUF;
- as set forth in Art. 12 of the Articles of Association, of Art. 5 of the Rules Governing Shareholders' Meetings and the current provisions on the subject, the authorisation of the attendees to take part in the Meeting through the DR was ascertained, and specifically, compliance with the current laws and Articles of Association of the proxies brought by the attendees;
- as set forth in the General Data Protection Regulation, so-called "GDPR", the data of the Meeting attendees shall be gathered and processed by the Company exclusively for fulfilling the meeting and corporate obligations;
- the subscribed and paid-in share capital as at today's date is Euro 7,860,651.00, divided into 50,934,123 shares without indication of the nominal value;
- the Company's shares are admitted for trading on the Euronext STAR Milan organised and managed by Borsa Italiana S.p.A., STAR Segment;
- as of today's date the Company holds 1,528,024 own shares, for which the right to vote has been suspended, equal to 3% of the share capital;

- the Company qualifies as an SME as set forth in Art. 1, paragraph w-quater.1 of the TUF, as amended by Decree-Law no. 91 of 24 June 2014, converted with amendments into Law no. 116 of 11 August 2014; thus, the threshold relevant for the purposes of obligations to communicate the significant investments as set forth in Art. 120, paragraph 2 of the TUF, is equal to 5%, and not 3%;

- the names of the parties are provided who, as of today, have a direct or indirect stake of more than 5% in the subscribed share capital of Esprinet S.p.A., represented by shares with voting right, according to the results of the shareholders book, supplemented by the communications received pursuant to Art. 120 of the TUF and the other information available:

SHAREHOLDER: Uliber S.r.l. - NUMBER OF SHARES: 5,732,000 - % SHARE OF ORDINARY CAPITAL: 11.25%

SHAREHOLDER: AXOPA S.r.l. - NUMBER OF SHARES: 4,990,489 - % SHARE OF ORDINARY CAPITAL: 9.80%

SHAREHOLDER: Luigi Monti - NUMBER OF SHARES: 2,744,024 - % SHARE OF ORDINARY CAPITAL: 5.39%

SHAREHOLDER: Marco Monti - NUMBER OF SHARES: 2,744,023 - % SHARE OF ORDINARY CAPITAL: 5.39%

SHAREHOLDER: Stefano Monti - NUMBER OF SHARES: 2,744,023 - % SHARE OF ORDINARY CAPITAL: 5.39%

SHAREHOLDER: Mondrian Investment Partners Limited - NUMBER OF SHARES: 2,577,890 - % SHARE OF ORDINARY CAPITAL: 5.06%;

- the Company is not subject to management and coordination activities by other companies;

- the voting rights inherent to the shares for which the communication obligations were not fulfilled cannot be exercised:

(i) as set forth in Art. 120 of the TUF concerning investments exceeding 5%; and (ii) as set forth in Art. 122, first paragraph of the TUF, concerning the shareholders' agreements;

- regarding the communication obligations under Art. 120 of the TUF, investments are those shares for which the voting rights may be exercised by proxy, as long as said right may be exercised at one's discretion if there are no specific instructions from the delegating party.

At the request of the Chairman, the DR declares that the represented delegating parties did not send any statements regarding the absence of the legitimate entitlement to vote, according to law and the Articles of Association, for all resolutions.

Taking the floor again, the **Chairman** acknowledges that:

- concerning the items on the agenda, the obligations required by current law and regulations have been regularly fulfilled;

- specifically, the following documents have been lodged at the company offices, as well as made available on the Company website www.esprinet.com and at the storage mechanism at the address www.emarketstorage.com:

- on 15 March 2022, the Directors' Explanatory Reports on the items on the agenda, as well as the justified proposal of the Board of Statutory Auditors in relation to the supplement to the independent auditors' fee;

-- on 23 March 2022, the Annual Financial Report including the Draft Separate Financial Statements and the Consolidated Financial Statements as at 31 December 2021, the Directors' Report on Operations, the certificate as set forth in Art. 154-bis, paragraph 5 of the TUF, together with:

- (i) the Report on Corporate Governance and Ownership Structure pursuant to Art. 123-bis of the TUF;
 - (ii) the Report on the Remuneration Policy and Compensation Paid pursuant to Art. 123-ter of the TUF;
 - (iii) the Report of the Board of Statutory Auditors to the Shareholders' Meeting;
 - (iv) the Independent Auditors' Reports;
 - (v) the 2021 sustainability report - a consolidated non-financial statement with the certification of the Independent Auditors;
- that the lodging of the aforementioned documentation was promptly communicated to the public.

Lastly, the **Chairman** hereby states that:

- the details of the Independent Auditor's fees pertaining to the financial year are given in the table attached to the financial statements;
- they will be attached to the Shareholders' Meeting minutes as an integral and substantive part of them:
 - a.) the list of names of those attending the Shareholders' Meeting by proxy, complete with all the data requested by Consob, stating the shares for which the intermediary has sent communication to the issuer as set forth in Art. 83-sexies of the TUF;
 - b.) the list of names of the parties that voted for, against, or that abstained, and the related number of shares represented by proxy;
- in view of the epidemiological situation, no accredited journalists and financial analysts were allowed to attend the Shareholders' Meeting;
- voting will take place by declaration of the DR, with the specification of the number of votes in favour, against or abstained, as well as any so-called non-voters.

Having ascertained the validity of the constitution of the Shareholders' Meeting and having finished providing information on the carrying out of the works, the **Chairman** goes on to address the **first item (ordinary part) on the agenda** (i.e., 1.

Financial Statements as at 31 December 2021: 1.1 Approval of the Financial Statements as at 31 December 2021, Directors' Report on Operations, Board of Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2021 and the Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of 30/12/2016 - sustainability report - 1.2 Allocation of the profit for

the year. – 1.3 Dividend distribution.), specifying that this item, although addressed as a unit, will be broken down into three sub-items to allow for specific voting on each of them.

The **Chairman** reminds everyone that with regard to the presentation of the consolidated financial statements and non-financial statement, no voting is envisaged.

Thus, since all the documentation has been made available in a timely manner, he suggests not to proceed with the reading of the financial statements for the year ending 31 December 2021, the Directors' Report on Operations, and the Independent Auditors' report, but asks the Chairman of the Board of Statutory Auditors to read the conclusions of the Board of Statutory Auditors' Report cited below:

"Based on the information provided and outlined in this Report, considering the results of the Report of the Independent Auditors and also taking into account the information acquired by the Board of Statutory Auditors in the routine periodic controls, the Board of Statutory Auditors does not note, for the profiles within its competence, any reason to prevent the approval of the separate financial statements for the year ended as at 31 December 2021, as drafted and approved by the Board of Directors on 8 March 2022, and the proposals formulated by said Board to the Shareholders' Meeting regarding the allocation of profit for the year and the distribution of the dividend."

For the same reasons, the **Chairman** proposes to omit the reading of the documentation relating to all items on the agenda of the Shareholders' Meeting and, in the absence of any dissent, points out that the legitimately entitled parties may request, with regards to subsequent matters on the agenda, the reading of the documents before each discussed is opened. Proceeding, the **Chairman** states that the Independent Auditors Pricewaterhousecoopers S.p.A. issued an unreserved opinion both on the separate financial statements as at 31 December 2021 of Esprinet S.p.A. and on the Group consolidated financial statements, as well as an opinion on consistency with the financial statements as at 31 December 2021 of the Directors' Report on Operations and "unreserved" opinion on the information as set forth in art. 123-bis, paragraph 1, letters c), d), f), l) and m), and paragraph 2, letter b) of the TUF, submitted in the Report on Corporate Governance and Ownership Structure, as well as the certificate of conformity on the consolidated non-financial statement, as per the reports issued on 23 March 2022.

With reference to the motion to pass resolution under point 1.2 (*Allocation of the Result for the Year*) the **Chairman** reminds everyone that the Company recorded a net profit of Euro 18,459,887.92 on an individual basis for the year 2021, and that it isn't necessary to set aside amounts to the legal reserve which has already reached 20% of the share capital. The Board of Directors' proposal is therefore on this sub-item on the agenda, to allocate Euro 18,459,887.92 of net profit for the year to the Extraordinary Reserve.

At the end of the discussion, the **Chairman** then reads the motions to pass resolution cited *below*.

On the invitation of the Chairman, the DR states that he has not received any proposals, contributions and/or questions on behalf of entitled parties represented by him, and also declares that he has received all voting instructions on said items on the agenda.

Since no one takes the floor and the attendees stay the same, the **Chairman** thus puts the motions that were read (cited below) to a vote (at 11:23 a.m.) by the DR's announcement of the votes he cast based on the voting instructions received:

Motion to pass resolution related to point 1.1 on the agenda:

“The shareholders' meeting, having shared the contents and statements set out in the Directors' Report,

resolves

to approve the Financial Statements of Esprinet S.p.A. as at 31 December 2021 consisting of the Balance Sheet, Income Statement, Statement of Cash Flows and Notes to the Financial Statements, as presented by the Board of Directors as a whole and in the individual items.”

Motion to pass resolution related to point 1.2 on the agenda:

“The Shareholders' Meeting, having recalled the decisions taken at the time of the approval of the Financial Statements as at 31 December 2021,

resolves

to allocate the net profit for the year 2021 of Euro 18,459,887.92 to the Extraordinary Reserve”.

Motion to pass resolution related to point 1.3 on the agenda:

“The shareholders' meeting, having shared the contents and statements set out in the Directors' Report,

resolves

to allocate a dividend of Euro 0.54 per share, before tax withholdings, for each outstanding ordinary shares, therefore excluding any own shares held in the Company's portfolio at the ex-coupon date through the use of the Extraordinary Reserve formed from profits generated before 31 December 2016.

The dividend actually approved by the Shareholders' Meeting will be paid starting from 27 April 2022 (ex-coupon no. 16 on 25 April 2022 and record date on 26 April 2022).”

Regarding the motion to pass resolution related to point 1.1 on the agenda:

The Shareholders' Meeting passes by the majority.

23,825,419 shares for.

66,357 shares against.

9,736 shares abstained.

No. 0 shares not voting.

Regarding the motion to pass resolution related to point 1.2 on the agenda:

The Shareholders' Meeting unanimously approves.

23,901,512 shares for.

No. 0 shares against.

No. 0 shares abstaining.

No. 0 shares not voting.

Regarding the motion to pass resolution related to point 1.3 on the agenda:

The Shareholders' Meeting unanimously approves.

23,901,512 shares for.

0 shares against.

0 shares abstained.

0 non-voting shares.

All this according to the notes attached.

The **Chairman** announces the result and moves to discuss the **second item (ordinary part) on the agenda** (*i.e. the 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.*).

The **Chairman** reminds everyone that:

(i) as set forth in art. 123-ter, paragraph 3-bis TUF, the companies have shareholders vote on the Remuneration policy at the intervals required by the duration of the policy itself, and as set forth in paragraph 4-bis of this article, the resolution on the remuneration policy is binding;

(ii) the second section of the Report on the Remuneration Policy and the Compensation Paid, drawn up as set forth in the above-mentioned art. 123-ter, paragraph 6 of the TUF, will be subject to resolution and in any event shall not be binding in nature;

(iii) the Remuneration Policy was approved by the Shareholders' Meeting on 7 April 2021 and has a three-year term, from 2021 to 2023 and, in the opinion of the Board of Directors, does not require any changes with reference to FY 2022. The first section of the report remained essentially unchanged in terms of its content, and the second section of the Report on the Remuneration Policy and the Compensation paid, drawn up as set forth in the above-mentioned art. 123-ter, paragraph 6 of the TUF, will be subject to resolution and in any event shall not be binding in nature.

At the end of the discussion, the **Chairman** then reads the motions to pass resolution cited *below*.

On the invitation of the **Chairman**, the DR states that he has not received any proposals, contributions and/or questions on behalf of entitled parties represented by him, and also declares that he has received all voting instructions on said item on the agenda.

Since no one takes the floor and the attendees stay the same, the **Chairman** thus puts the motions that were read (cited below) to the vote (at 11.31 a.m.) by the DR's announcement of the votes he cast based on the voting instructions received:

Motion to pass resolution related to point 2.1 on the agenda:

"The Ordinary Shareholders' Meeting of Esprinet S.p.A., validly constituted pursuant to law and able to resolve in the ordinary session:

- having examined Esprinet S.p.A.'s Report on the Remuneration Policy and Compensation Paid in FY 2021, drafted in accordance with Art. 123-ter of Legislative Decree no. 58 of 24 February 1998 and Art. 84-quater of the Consob Issuers' Regulations;

- having examined the Board of Directors' Explanatory Report;

- having verified that the Remuneration Policy approved by the Shareholders' Meeting on 7 April 2021 has a three-year term, from 2021 to 2023 and, in the opinion of the Board of Directors, does not require any changes with reference to FY 2022;

resolves

resolves favourably, pursuant to Art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998 (non-binding advisory vote) regarding the second section of the Report on the Remuneration Policy and Compensation Paid, prepared in accordance with Art. 123-ter of Legislative Decree no. 58 of 24 February 1998 and Art. 84-quater of the Consob Issuers' Regulations."

The Shareholders' Meeting passes by a majority.

20,910,277 shares for.

2,410,089 shares against.

581,146 shares abstained.

0 non-voting shares.

All this according to the notes attached.

The **Chairman** announces the outcome and goes on to address the **third item on the agenda (ordinary part)** (i.e., Proposal to authorise the purchase and disposal of own 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.

In this regard, the **Chairman** reminds the attendees that the Explanatory Report of the Board of Directors on this item on the agenda was filed on 15 March 2022, at the registered office and at the storage mechanism at the address www.emarketstorage.com, and available on the company website.

When the **Chairman** asks, the Secretary then reads the motion to pass resolution cited *below*.

On the invitation of the **Chairman**, the DR states that he has not received any proposals, contributions and/or questions on behalf of entitled parties represented by him, and also declares that he has received all voting instructions on said item on the agenda.

Since no one takes the floor and the attendees stay the same, the **Chairman** thus puts the motion that were read (cited below) to the vote (at 11.35 a.m.) by the DR's announcement of the votes he cast based on the voting instructions received:

"Dear Shareholders,

Having acknowledged that if the following resolution is approved also with the favourable vote of the majority of Esprinet S.p.A. shareholders attending the Shareholders' Meeting, other than the shareholder or shareholders who hold, jointly or severally, the majority interest, relative or otherwise, provided it exceeds 10% of the share capital, the exemption provided by the Article 106, paragraphs 1 and 3 TUF to be considered in conjunction with Article 44-bis, paragraph 2 of the Issuers' Regulation will apply, we submit for your attention the proposal to:

(i) withdraw, pursuant to and in accordance with Art. 2357 of the Italian Civil Code, the authorisation of the purchase and sale of the as-yet-unused portion of own shares granted by the Ordinary Shareholders' Meeting of 7 April 2021;

(i) grant a new authorisation to the Board of Directors, pursuant to and in accordance with Art. 2357 of the Italian Civil Code, with powers of sub-delegation, to purchase, on one or more occasions, a maximum of 2,520,870 Esprinet ordinary shares, equal to 5% of the share capital of the Company, for a period of 18 months from the date of this resolution and in order to achieve the purposes set out in the Board of Directors' report. The purchase of own shares will be made within the limits of the distributable profits and the available reserves resulting from the last financial statements that are regularly approved at the time of each transaction (even if covering a period of less than one year).

Purchases shall be made without the use of derivatives by means of authorised intermediaries and in compliance with and following procedures set out in the provisions of law and EU and other regulations in force from time to time and in particular, without limitation, in accordance with the provisions of Art. 132 of the TUF (also taking into account the provisions of paragraph 3 of the same article), Art. 144-bis of the Issuers' Regulation, Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as current pro-tempore market practices (if applicable) and shall be carried out:

a) for purchases on regulated markets, or employee purchases, at a unit price no more than 20% lower and no more than 20% higher than the official price recorded by the Company's ordinary shares on the trading day preceding each individual purchase transaction;

b) for purchases through a takeover bid or exchange offer or by granting shareholders a put option proportional to the number of shares owned, at a unit price no more than 30% lower and no more than 30% higher than the official price recorded for the Company's ordinary shares in the ten trading days preceding the public announcement; and

c) subject to the provisions of paragraphs (a) and (b) above, at a price no higher than the higher of the price of the last independent transaction and the price of the highest current independent buy offer on the exchange where the purchase is made;

(ii) authorise the Board of Directors, with right of sub-delegation, pursuant to art. 2357-ter of the Italian Civil Code, to sell in whole and/or in part, on one or more occasions, without time restriction, own shares purchased even before having completed the purchases (including those already held in the Company's portfolio as a result of purchases made under previous authorisations), keeping all the necessary or expedient accounting records, in accordance with the applicable laws and regulations and with the relevant accounting principles, for the achievement of objectives and under the terms and conditions established by the Board of Directors' Report in the manner considered to be most appropriate in the interests of the Company, even before the maximum number of shares to be purchased has been reached and, if necessary, to repurchase the shares in such a way that the own shares held by the Company and, where appropriate, by the company's subsidiaries do not exceed the limit set by the authorisation;

(iii) grant the Board of Directors, with specific right of sub-delegation, any powers necessary to implement this resolution, with the express power to delegate the right to carry out purchases and disposals of own shares under this resolution to authorised intermediaries."

The Shareholders' Meeting passes by a majority.

23,898,661 shares for.

0 shares against.

2,851 shares abstained.

0 non-voting shares.

All this according to the notes attached.

The **Chairman** announces the result and goes on to address the **fourth item on the agenda (ordinary part)** (*i.e.*, Supplement to the fees of the Independent Auditors PricewaterhouseCoopers S.p.A.; related and consequent resolutions. In this regard, the **Chairman** reminds the attendees that the Explanatory Report of the Board of Directors and the justified proposal of the Board of Statutory Auditors on this item on the agenda were filed on 15 March 2022, at the registered office and at the storage mechanism at the address www.emarketstorage.com, as well as made available on the company website.

The **Chairman** then reads the motions to pass resolution cited *below*.

On the invitation of the **Chairman**, the DR states that he has not received any proposals, contributions and/or questions on behalf of entitled parties represented by him, and also declares that he has received all voting instructions on said item on the agenda.

Since no one takes the floor and the attendees stay the same, the **Chairman** thus puts the motion that were read (cited below) to the vote (at 11.38 a.m.) by the DR's announcement of the votes he cast based on the voting instructions received:

"The Shareholders' Meeting of Esprinet S.p.A.:

- taking into account the provisions of Art. 13, paragraph 1 of Legislative Decree no. 39/2010;*
- taking account of the resolution passed by the Shareholders' Meeting on 8 May 2019 and having acknowledged that, for matters not specified in this proposal, the agreements in the audit engagement approved at said meeting remain unchanged;*
- taking into account the provisions of paragraph 4.3 "Exceptional or unforeseeable circumstances" of the original PwC audit engagement proposal dated 6 May 2019, which sets forth that the activities not envisaged in the proposal and the quantification of the relevant fees in the event exceptional or unforeseeable circumstances should arise may be agreed by mutual consent;*
- having examined the justified proposal of the Board of Statutory Auditors in this regard*

resolves

- to approve the proposed additions to the fee set forth in relation to the audit engagement already assigned to PricewaterhouseCoopers S.p.A. in accordance with the terms indicated in the amendment proposals formulated by the aforementioned independent auditors;*
- consequently, to approve*
- a non-recurring fee solely for the audit of the financial statements for the year ended as at 31.12.2021, for an amount of Euro 26,500 and a fee for recurring activities on the financial statements for the year ended as at 31.12.2021, for an amount of Euro 45,500;*
 - an additional recurring fee for the audit of the financial statements from 31.12.2022 to 31.12.2027, equal to an amount of Euro 45,500 for each year;*
 - to confer, separately to the Chairman of the Board of Directors and the Chief Executive Officer, also by means of special proxies, all the broadest powers to sign the proposed addition to the fee, henceforth ratifying and validating their work."*

The Shareholders' Meeting passes by a majority.

23,819,155 shares for.

82,357 shares against.

0 shares abstained.

0 non-voting shares.

All this according to the notes attached.

The **Chairman** announces the outcome and, at 11.39 am, moves to discuss the extraordinary part of the agenda, for which separate minutes are taken.

The Secretary

The Chairman

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI	Parziale	Totale	RISULTATI ALLE VOTAZIONI						
			Ordinaria						Straordinaria
			1	2	3	4	5	6	7
STUDIO TREVISAN RAPPR. DESIGNATO IN QUALITÀ DI DELEGATO E SUBDELEGATO 135-NOVIES TUF IN PERSONA DI DARIO TREVISAN - PER DELEGA DI		0							
1975 IRREV TRUST OF C D WEYERHAEUSER	1.470		F	F	F	F	F	F	F
ADVANCED SERIES TRUST AST PRUDENTIAL GROWTH ALLOCATION PORTFOLIO	111.076		F	F	F	F	F	F	F
ADVISORY RESEARCH INTERNATIONAL	61.186		F	F	F	F	F	F	F
ALASKA PERMANENT FUND CORPORATION	629		F	F	F	F	F	F	F
ALGEBRIS UCITS FUNDS PLC ALGEBRIS CORE ITALY FUND	217.500		F	F	F	F	F	F	F
ALLIANZ GLOBAL INVESTORS GMBH	8.258		F	F	F	A	F	F	F
ALLIANZ INSTITUTIONAL INVESTORSSERIES	474.540		F	F	F	A	F	F	F
ALLIANZGI-FONDS DSPT	8.766		F	F	F	A	F	F	F
AMERICAN AIRLINES INC MASTER FIXED BENEFIT PENSION TRUST	230.855		F	F	F	C	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	2.865		F	F	F	F	F	F	F
AMG GWANDK INTERNATIONAL SMALL CAP FUND	47.813		F	F	F	C	F	F	F
ANNE RAY FOUNDATION	16.400		F	F	F	C	F	F	F
ARIZONA STATE RETIREMENT SYSTEM	7.368		F	F	F	F	F	F	F
AWARE SUPER	1.259		F	F	F	F	F	F	F
AXOPA S.R.L.	4.990.489		F	F	F	F	F	F	F
di cui 4.990.489 azioni in garanzia a :BANCA POPOLARE DI SONDRIO;									
AZ FUND I	20.000		F	F	F	F	F	F	F
AZIMUT CAPITAL MANAGEMENT SGR S.P.A	14.000		F	F	F	F	F	F	F
BANCO BILBAO VIZCAYA ARGENTARIA SA	50.000		F	F	F	F	F	F	F
BLACKROCK ASSET MANAGEMENT SCHWEIZ AG ON BEHALF OF ISHARES WORLD EX SWITZERLAND SMALL CAP EQUITY	3.682		F	F	F	F	F	F	F
BLACKROCK AUTHORISED CONTRACTUAL SCHEME I	3.183		F	F	F	F	F	F	F
BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.? INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	160.180		F	F	F	F	F	F	F
BLACKROCK MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EAFESMLB)	8.287		F	F	F	F	F	F	F
BLK MAGI FUND A SERIES TRUST	75		F	F	F	F	F	F	F
CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM	314.025		F	F	F	C	F	F	F
CATTANI ALESSANDRO	78.551		F	F	F	F	F	F	F
CAUSEWAY INTERNATIONAL SMALL CAP FUND	15.850		F	F	F	F	F	F	F
CC AND L Q MARKET NEUTRAL FUND	135		F	F	F	F	F	F	F
CC&L ALL STRATEGIES FUND	189		F	F	F	F	F	F	F
CC&L Q 130/30 FUND II	46		F	F	F	F	F	F	F
CC&L Q MARKET NEUTRAL FUND	27		F	F	F	F	F	F	F
CENTRAL PENSION FUND OF THE INTERNATIONAL UNION OF OPERATIN ICIPATING EMPLOYERS	123		F	F	F	F	F	F	F
CHARLES STEWART MOTT FOUNDATION	10.600		F	F	F	C	F	F	F
CITY OF NEW YORK GROUP TRUST	9.736		A	F	F	F	F	F	F
CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	114		F	F	F	F	A	F	F
COLLEGE RETIREMENT EQUITIES FUND	40.061		F	F	F	F	F	F	F
COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF COOK COUNTY	148.910		F	F	F	F	F	F	F
COX ENTERPRISES INC MASTER TRUST	973		F	F	F	C	F	F	F
CREDIT SUISSE FUNDS AG	1.865		F	F	F	F	F	F	F
CUBIST CORE INVESTMENTS, L.P. C/O POINT72	33.042		F	F	F	F	F	F	F
CX QUANTITATIVE CLIMATE LTD C/O MAPLES CORPORATE SERVICES (BVI) LIMITED	2.231		F	F	F	F	F	F	F
D. E. SHAW ALL COUNTRY GLOBAL ALPHA EXTENSION CUSTOM FUND L	2		F	F	F	F	F	F	F
DFA INTERNATIONAL SMALL CAP VALUE PNS GROUP INC	623.586		F	F	F	F	F	F	F

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI

Parziale

Totale[illegible]

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE		Parziale	Totale	RISULTATI ALLE VOTAZIONI						
				Ordinaria						Straordinaria
				1	2	3	4	5	6	7
DELEGANTI E RAPPRESENTATI				F	F	F	C	F	F	F
MACKENZIE INTERNATIONAL QUANTITATIVE SMALL CAP FUND		3.970		F	F	F	C	F	F	F
MACKENZIE INTERNATIONAL QUANTITATIVE SMALL CAP MASTER FUND C		31.337		F	F	F	C	F	F	F
MAGA SMALLER COMPANIES MASTER FUND LIMITED CO OTUS CAPITAL MANAGEMENT LIMITED ACTING AS FUND MANAGER		197.106		F	F	F	C	F	F	F
MANAGEMENT BOARD PUBLIC SERVICE PENSION FUND		77.380		F	F	F	A	F	F	F
MARGARET A. CARGILL FOUNDATION		11.600		F	F	F	C	F	F	F
MARYLAND STATE RETIREMENT PENSION SYSTEM		2.678		F	F	F	F	F	F	F
MASTER TRUST FOR CERTAIN TAX-QUALIFIED BECHTEL RETIREMENT PLANS QUALIFIED BECHTEL RETIREMENT PLANS		12.775		F	F	F	F	F	F	F
MERCER QIF CCF		4.868		F	F	F	F	F	F	F
MERCER QIF FUND PLC		2.749		F	F	F	F	F	F	F
MERCER UCITS COMMON CONTRACTUALFUND		14.917		F	F	F	F	F	F	F
MERCY INVESTMENT SERVICES INC		16.400		F	F	F	F	F	F	F
METROPOLITAN WATER RECLAMATION DISTRICT RETIREMENT FUND		26.400		F	F	F	F	F	F	F
MONDRIAN INTERNATIONAL SMALL CAP EQUITY FUND.		1.629.525		F	F	F	F	F	F	F
MONETARY AUTHORITY OF SINGAPORE		661		F	F	F	F	F	F	F
MONTI LUIGI		2.744.024		F	F	F	F	F	F	F
MONTI MARCO		2.744.023		F	F	F	F	F	F	F
MONTI STEFANO		2.744.023		F	F	F	F	F	F	F
MSCI EMU IMI INDEX FUND B (EMUIMIB)		30		F	F	F	F	F	F	F
MUL- LYX FTSE IT ALL CAP PIR 2		4.375		F	F	F	C	F	F	F
MULTI SERIES WHOLESALE INTERNATIONAL EQUITIES TRUST		99.115		F	F	F	F	F	F	F
NATIXIS INTERNATIONAL FUNDS (LUX) I		4.660		F	F	F	F	F	F	F
NATWEST ST JAMES'S PLACE BALANCED MANAGED UNIT TRUST		112.051		F	F	F	F	F	F	F
NORDEA 1 SICAV		253.035		F	F	F	F	F	F	F
NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST		25.836		F	F	F	F	F	F	F
NORTHERN TRUST UCITS COMMON CONTRACTUAL FUND		3.814		F	F	F	F	F	F	F
NORTHWESTERN UNIVERSITY		33.567		F	F	F	C	F	F	F
NTGI-QM COMMON DAILY ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND - NON LENDING		1.102		F	F	F	F	F	F	F
ODDO BHf ACTIVE MICRO CAP		138.840		F	F	F	F	F	F	F
ONEPATH GLOBAL SHARES - SMALL CAP (UNHEDGED) INDEXPOOL		1.474		F	F	F	F	F	F	F
ONTARIO POWER GENERATION INC .		14.652		F	F	F	F	F	F	F
OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM		8.079		F	F	F	C	F	F	F
PCFS - EUROPE SMALL & MID CAP EQUITIES		5.000		F	F	F	F	F	F	F
PENSION RESERVES INVESTMENT TRUST FUND		10.908		F	F	F	F	F	F	F
PRICOS		346.034		F	F	F	F	F	F	F
PRICOS DEFENSIVE		10.073		F	F	F	F	F	F	F
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI		167.743		F	F	F	F	F	F	F
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO		20.814		F	F	F	C	F	F	F
ROTA MAURIZIO		78.551		F	F	F	F	F	F	F
SAN DIEGO COUNTY EMPLOYEES RETIREMENT ASSOCIATION		8.637		F	F	F	A	F	F	F
SBC MASTER PENSION TRUST		11.573		F	F	F	F	F	F	F
Schwab Fundamental International Small Company Index ETF		81.033		F	F	F	C	F	F	F
Schwab Fundamental International Small Company Index Fund		19.289		F	F	F	C	F	F	F
SEI Global Master Fund PLC		4.753		F	F	F	C	F	F	F
SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF SHELL CONTRIBUTORY PENSION FUND		9.365		F	F	F	C	F	F	F
SHELL Trust (BERMUDA) Limited as trustee of the Shell International Pension Fund		103		F	F	F	C	F	F	F

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI

Parziale

Totale

RISULTATI ALLE VOTAZIONI

Ordinaria

Straordinaria

1 2 3 4 5 6

7

SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND

1.895

F F F C F F

F

SPDR PORTFOLIO DEVELOPED WORLD EXUS ETF

227.800

F F F F F F

F

SPDR PORTFOLIO EUROPE ETF

540

F F F F F F

F

SPDR S&P INTERNATIONAL SMALL CAP ETF

6.303

F F F F F F

F

SSB MSCI EAFE SMALL CAP INDEX SECURITIES LENDING COMMON FND

12.841

F F F F F F

F

SSGA SPDR ETFS EUROPE II PUBLICLIMITED COMPANY

13.134

F F F F F F

F

SST GLOB ADV TAX EXEMPT RETIREMENT PLANS

65.522

F F F F F F

F

STATE OF NEW MEXICO STATE INVESTMENT COUNCIL

3.024

F F F F F F

F

STATE OF WISCONSIN INVESTMENT BOARD

1.471

F F F F F F

F

STATE STREET GLOBAL ALL CAP EQUITY EXUS INDEX PORTFOLIO

380

F F F F F F

F

STICHTING BLUE SKY LIQUID ASSET FUNDS

66.357

C F F C F C

F

STICHTING PENSIOENFONDS HORECA AND CATERING

2.195

F F F F F F

F

STICHTING PENSIOENFONDS VOOR HUISARTSEN

733

F F F F F F

F

STICHTING SHELL PENSIOENFONDS

9.174

F F F C F F

F

STRATEGIC INTERNATIONAL EQUITY FUND

2.587

F F F F F F

F

SUE ANN ARNALL

722

F F F F F F

F

TEACHERS RETIREMENT SYSTEM OF LOUISIANA

67.378

F F F F F F

F

TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS

85.700

F F F C F F

F

TEXTRON INC MASTER TRUST

64.900

F F F C F F

F

TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT

252.479

F F F F F F

F

TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO

12.105

F F F F F F

F

TRUSTEAM ROC PME

16.000

F F F F F C

F

TWO SIGMA WORLD CORE FUND LP

72

F F F F F F

F

UBS FUND MANAGEMENT (SWITZERLAND) AG.

6.597

F F F F F F

F

UBS LUX FUND SOLUTIONS

8.258

F F F F F F

F

UNIVERSITY OF OTTAWA

1

F F F F F F

F

UNIVERSITY OF OTTAWA RETIREMENT PENSION PLAN (1965).

22.234

F F F F F F

F

UTAH RETIREMENT SYSTEMS

6.756

F F F C F F

F

VANGUARD INTERNATIONAL SMALL COMPANIES INDEX FUND

5.220

F F F F F F

F

VANGUARD INVESTMENT SERIES PUBLIC LIMITED COMPANY

12.144

F F F F F F

F

VEBA PARTNERSHIP N L P

1

F F F F F F

F

VERDIPAPIRFONDET KLP AKSJEGLOBAL SMALL CAP INDEKS I

46

F F F F F F

F

VIRGINIA RETIREMENT SYSTEM

1

F F F F F F

F

VN GROUP INVESTORS

3.040

F F F F F F

F

WASHINGTON STATE INVESTMENT BOARD

9.472

F F F F F F

F

WELLS FARGO AND COMPANY CASH BALANCE PLAN

11.600

F F F C F F

F

WESPATH FUNDS TRUST

144.171

F F F F F F

F

WISDOMTREE DYNAMIC CURRENCY HEDGED INTERNATIONAL EQUITY FUND

1.132

F F F F F F

F

WISDOMTREE DYNAMIC CURRENCY HEDGED INTERNATIONAL SMALLCAP EQUITY FUND

4.346

F F F F F F

F

WISDOMTREE EUROPE HEDGED SMALLCAP EQUITY FUND

6.297

F F F F F F

F

WISDOMTREE EUROPE SMALLCAP DIVIDEND FUND

78.848

F F F F F F

F

WISDOMTREE INTERNATIONAL HIGH DIVIDEND FUND

4.338

F F F F F F

F

WISDOMTREE INTERNATIONAL SMALLCAP DIVIDEND FUND

87.759

F F F F F F

F

XTRACKERS MSCI EUROZONE HEDGED EQUITY ETF

114

F F F F F F

F

23.901.512

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI

Parziale

Totale

RISULTATI ALLE VOTAZIONI						
Ordinaria						Straordinaria
1	2	3	4	5	6	7

Legenda:

1 Approvazione del bilancio di esercizio al 31 dicembre 2021

3 Distribuzione del dividendo

5 Proposta di autorizzazione acquisto e disposizione azioni proprie

7 Annullamento di 516706 azioni proprie in portafoglio

2 Destinazione dell'utile di esercizio

4 Relazione sulla politica in materia di remunerazione. II Sezione

6 Integrazione degli onorari della società di revisione