

**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 Shareholders' Meeting**

The Ordinary Shareholders' Meeting of Esprinet S.p.A. ("**Company**" or "**Esprinet**") will be held at Studio Notarile Marchetti, Milan, Via Agnello no. 18, at 14:00 (CET) on 20 April 2023, on first and sole call, to discuss the following:

**Agenda**

1. Financial Statements as at 31 December 2022
  - 1.1 Approval of the Financial Statements as at 31 December 2022, Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2022 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 14 April 2022.

\*\*\*

It should be noted that the date and/or location and/or format of the Shareholders' Meeting and/or the voting procedures on and/or the conduct of the Meeting indicated in this Notice of Call remain subject to compliance with current regulations or measures issued by the competent Authorities. The procedures for conducting the Meeting may be integrated and/or modified. Any changes will be promptly communicated through the same methods provided for the publication of the Notice and/or through the information channels provided for by the legislation in force from time to time.

The Company decided to make use of the option - pursuant to art. 106 of Decree Law no. 18 of 17 March 2020 («**Decree Law no. 18**»), converted with amendments by Law no. 27 of 24 April 2020, whose effectiveness was last extended by Decree Law no. 198, converted with amendments by Law no. 14 of 24 February 2023 - to provide that shareholders' participation in the Shareholders' Meeting shall be solely **through the Designated Representative** (as identified hereunder), referred to art. 135-undecies of Legislative Decree no. 58/98 ("TUF", Consolidated Law on Finance). Notwithstanding art. 135-undecies, paragraph 4, may also be given powers of attorney and/or sub-powers of attorney pursuant to article 135-novies of the TUF.

The participation in the Shareholders' Meeting of the parties, other than those entitled to vote (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the corporate bodies, the Secretary, the Designated Representative, the independent auditors and/or employees and/or authorised collaborators appointed by the Chairman), may also take place by means of telecommunications that ensure their identification, without it being necessary, in any case, for the Chairman of the Shareholders' Meeting and the person in charge of recording the minutes (secretary or notary) to be in the same place, in compliance with the applicable legal provision for this eventuality. The instructions and methods for participating in the Shareholders' Meeting will be communicated to them on an individual basis.

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

The subscribed and fully paid-in share capital of the Company amounts to Euro 7,860,651.00, represented by no. 50,417,417 ordinary shares without indication of the nominal value, all with voting rights. As of the date of this Notice, the Company holds no. 1,011,318 own shares, for which, pursuant to the law, the voting right has been suspended. The share capital structure is available on the Company's website, <https://www.esprinet.com>, under the section "*Investors – Esprinet on the Stock Market*".

The shares are registered, freely transferable, indivisible, and, in the case of co-ownership, are governed by the law.

#### **AUTHORIZATION TO ATTEND THE MEETING**

Pursuant to the law, attendance and voting rights at the Shareholders' Meeting are exclusively granted to those who have duly granted a specific proxy and/or sub-proxy to the Designated Representative, in compliance with Article 106 of Legislative Decree no. 18, and according to the procedures specified hereunder. Such authorization is granted based on evidence related to the accounting day ending on the seventh open market day prior to the date set for the Shareholders' Meeting, which is set for **April 11, 2023** ("*record date*"). Credit and debit entries made in the accounts after this deadline will not be taken into account for the purposes of granting the entitlement to attend and exercise the right to vote at the Shareholders' Meeting; therefore, holder of Company shares acquired after this deadline will not be entitled to participate in the Shareholders' Meeting and exercise voting rights. 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, which is set for **April 17, 2023**. However, this does not affect 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, subject to the principle that attendance and voting at the Shareholders' Meeting may be exercised only the grant of a 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, shareholders who, even 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, indicating in their request the additional items proposed by them or by submitting resolution proposals on items that are already on the Agenda.

This 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 department 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) together with an appropriate communication attesting to the ownership of the shareholding issued by the intermediaries who hold the accounts on which the shares of the applicants are registered. Within the aforementioned deadline, the proposers must deliver a report on the topics proposed for discussion, or the reasons for the resolution proposals presented on the topics already on the Agenda.

Integration is not permitted for the topics on which the Meeting deliberates, pursuant to the law, on a proposal from the administrators or on the basis of a project or report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF. The eventual integrated list of topics to be discussed at the Meeting and any further resolution proposals presented, together with any observations from the Board of Directors, will be published in the manner and within the time limits provided by law.

In addition to the above, considering that participation in the Meeting is exclusively through the Designated Representative, those entitled to attend the Meeting who intend to make resolution proposals on the topics on the Agenda are invited to present them in advance, by **March 31, 2023**, using the same methods indicated in the preceding paragraph. Such proposals will be published on the Company's website by **April 5, 2023**, in order to allow the entitled voters to express themselves knowingly, also taking into account such new proposals, and to enable the Designated Representative to collect voting instructions, also on the same proposals. The applicant must provide adequate documentation proving the right to attend the Assembly and the granting of a proxy to the Designated Representative for participation in the same Assembly.

In case of resolution proposals on the items on the Agenda alternative to those formulated by the Board, the proposal of the Board will be voted on first (unless it is withdrawn), and only if this proposal is rejected, will the shareholders' proposals be voted on. These proposals, even in the absence of a proposal from the Board, will be submitted to the Assembly starting from the proposal presented by the shareholders who represent the largest percentage of the capital. Only if the proposal put to the vote is rejected, will

the next proposal in order of represented capital be put to the vote. For the purpose of their publication, as well as in relation to the conduct of the Assembly works, the Company reserves the right to verify the relevance of the proposals to the topics on the Agenda, their completeness, their compliance with the applicable regulations, and the legitimacy of the proposers.

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

In accordance with Article 106 of Legislative Decree no. 18, each party entitled to attend the Meeting must be represented by a Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance, by means of a written proxy and/or sub-proxy in accordance with the current provisions of the law.

For the Meeting convened by this Notice, the Company has identified as Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance the law firm Trevisan & Associati, based in Milan, Viale Majno n. 45, represented by Avv. Dario Trevisan or any of his substitutes in case of impediment, to whom an appropriate proxy and/or sub-proxy must be conferred, 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")**

A written proxy may be conferred on the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance, without charge to the grantor (except for any shipping costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy shall have effect only for proposals in relation to which voting instructions have been given. The shares for which the proxy, even partial, has been conferred are counted for the purpose of regular constitution of the Meeting.

The proxy to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance must be conferred by signing the specific "Proxy to the Designated Representative" form, available, with the related instructions for completion and transmission, on the Company's website (Investors section - Shareholders' Meeting), containing the voting instructions, and must be sent, in the original, together with a copy of an identity document and, in case of a legal entity, of the documentation proving the company's powers (copy of the Chamber of Commerce registration or similar) by courier or registered letter with return receipt, to:

*Studio Legale Trevisan & Associati*

*Viale Majno no. 45*

*20122, Milan - Italy*

(Ref. "2023 ESPRINET Shareholders' Meeting Proxy"),

no later than the second trading day preceding to the date set for the Shareholders' Meeting (*i.e.*, by **23:59 (CET) on April 18, 2023**).

Without prejudice to the sending of the original proxy, complete with voting instructions, it may also be notified electronically to the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it). The sending to the above-mentioned certified e-mail address of the proxy, signed with an electronic signature or digital signature in accordance with current regulations, 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 may be revoked by the same procedure and with the same deadline provided for their conferment (*i.e.*, by 23:59 (CET) on April 18, 2023).

▪ **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, in derogation of 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 department 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 (CET) on April 19, 2023** (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 submitting them no later than the end of the seventh trading day prior to the date set for the Shareholders' Meeting, *i.e.*, by **April 11, 2023**.

Questions can be sent by registered mail, to the Company's registered office at Via Energy Park, 20 - 20871 Vimercate (MB), attention to the Corporate and Legal Affairs department, or by sending a certified e-mail to [esprinet@legalmail.it](mailto:esprinet@legalmail.it) or an e-mail to [investor@esprinet.com](mailto:investor@esprinet.com).

Interested parties who wish to exercise this right must provide, through the same methods, information allowing their identification through the transmission of a specific communication issued by the intermediaries where the shares held by the shareholder are deposited.

The Company will respond to questions that are relevant to the matters on the agenda and are submitted in accordance with the above-mentioned methods, terms, and conditions, by posting the answers on Esprinet's website in the "Investors - Shareholders' Meeting" section by **April 17, 2023**. The Company will not respond to 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 provided by law and in accordance with the current regulation, and shareholders and those entitled to vote will be able to obtain a copy. This documentation will be available at the Company's registered office and on the Company's website at <https://www.esprinet.com> in the "Investors - Shareholders' Meeting" section, as well as on the eMarket Storage platform at <https://www.emarketstorage.com/>.

The Directors' Reports on the items on the Agenda are published together with 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 terms provided by law.

Vimercate, 21 March 2023

On behalf of the Board of Directors,  
The Chairman  
Maurizio Rota