

Press release in accordance with Consob Regulation no. 11971/99

APPROVED THE DRAFT TERMS OF THE MERGER OF THE SUBSIDIARY 4SIDE S.R.L.

Vimercate (MB), May 23, 2023 - The Board of Directors of Esprinet (the "Company"), approved the draft terms of the merger by incorporation of the wholly owned subsidiary 4Side S.r.l..

The operation is a natural evolution of the process of integrating the commercial, administrative and financial activities of the two entities, given their complementarity, which is actually already in place.

Since the company being merged is wholly owned by Esprinet, it is not necessary to increase share capital of the acquiring company and, consequently, no exchange ratio must be determined nor are there any conditions for a cash payment in favor of the shareholders.

Following the merger, Esprinet S.p.A. will not modify its Company By-Laws.

On this assumption, the merger operation is expected as of now in a simplified form in application of the provisions of Article 2505 of the Civil Code and, therefore, without exchange. For the above, neither the report of the Administrative Bodies of the companies participating in the merger is necessary (Article 2501-quinquies of the Civil Code) nor the expert report on the fairness of the exchange ratio (Article 2501-sexies of the Civil Code).

Pursuant to the second paragraph of art. 2501-quater of the Civil Code, the reference balance sheet is replaced: a) for the incorporating company Esprinet S.p.A. from the financial statements at December 31, 2022 approved by the Shareholders' Meeting on April 20, 2023; b) for the company being incorporated 4Side S.r.l. from the financial statements at December 31, 2022 approved by the Shareholders' Meeting on April 5, 2023.

The proposed merger transaction, as a transaction with a subsidiary company, with respect to which there are no significant interests of other related parties, falls within the category of the so-called excluded transactions for which, in compliance with the cases and the faculty of the exemption provided for by regulation on transactions with related parties, the provisions of this regulation do not apply, except for any disclosure obligations.

The decision regarding the merger will be submitted to the approval of the Board of Directors of Esprinet S.p.A., to be taken by means of a resolution resulting from a public deed, pursuant to Article 2505, paragraph 2, of the Civil Code and the Articles of Association, without prejudice to the right of the shareholders of Esprinet S.p.A. (as the incorporating company) that represent at least five percent of the share capital to request, pursuant to Article 2505, third paragraph, of the Civil Code, with a request addressed to Esprinet S.p.A. within eight days from the filing of the merger draft with the Companies Register of Milan, Monza-Brianza and Lodi, that the decision regarding the merger is adopted by Esprinet by means of a shareholders' resolution.

The effects of the merger will take effect from the first day of the month following the one in which the last of the registrations provided for in Article 2504 of the Civil Code will be carried out. However, the operations carried out by 4Side S.r.l. will be charged to the financial statements of Esprinet S.p.A., for accounting and tax purposes only and also pursuant to art. 172 of the T.U.I.R., starting from the first day of the current financial year at the time the merger becomes effective.

The documentation relating to the merger will be made available to the public, in accordance with the law, at the registered office, on the website www.esprinet.com (sezione Governance, Sistema di Governance) and at the authorized storage mechanism www.emarketstorage.it.

Esprinet is an enabler of the technological ecosystem, promoting tech democracy with a strong vocation for environmental and social sustainability. With a comprehensive offering of advisory services, IT security, services and products for sale or rental through an extensive network of professional resellers, Esprinet is the leading Group in Southern Europe (Italy, Spain and Portugal), the fourth in Europe and in the top ten at the global level. Boasting more than 1,800 employees and € 4.7 billion in turnover in 2022, Esprinet (PRT:IM – ISIN IT0003850929) is listed on Borsa Italiana, the Italian stock exchange.

Press release available on www.esprinet.com and on www.emarketstorage.com

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