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**REPORT ON
CORPORATE
GOVERNANCE
AND OWNERSHIP
STRUCTURE -
2023**



Parent Company: Esprinet S.p.A.

Partita Iva: IT 02999990969

Companies' Register of Milan, Monza e Brianza, Lodi
and Tax Number: 05091320159

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REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE - 2023

Pursuant to Article 123-*bis*
of the Consolidated Law on Finance
(traditional management
and control model)

Issuer: Esprinet S.p.A.
Website: www.esprinet.com

Financial year to which
the Report refers: 2023

Date of approval
of the Report: 12 marzo 2024

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GLOSSARY

Chief Executive Officer or **CEO**: the chief executive officer of Esprinet S.p.A. currently in office.

Director(s): individually or jointly, depending on the case, the members of Esprinet S.p.A.'s Board of Directors.

Shareholders' Meetings: the Shareholders' Meeting of Esprinet S.p.A..

Civil Code: the Italian Civil Code.

Code or **Corporate Governance Code**: the Corporate Governance Code of Listed Companies approved in January 2020 by the Corporate Governance Committee.

CG Committee or **Corporate Governance Committee**: the Italian Corporate Governance Committee of Listed Companies promoted not only by Borsa Italiana S.p.A., but also by ABI, Ania, Assogestioni, Assonime, Confindustria.

Board of Directors or **Board** or **Administrative Body**: the Board of Directors of Esprinet S.p.A..

Year-End Date: refers to 31 December every year.

Report Date: refers to 12 March 2024, the date on which the Board of Directors approved this report.

Financial year: the financial year to which the Report relates.

Esprinet or **the Company** or **the Parent Company** or **the Issuer**: Esprinet S.p.A., with registered office in Vimercate (MB), Via Energy Park 20, Tax Code 05091320159 and VAT No. 02999990969, listed on the Milan Stock Exchange.

Group: collectively Esprinet S.p.A. and its subsidiaries as defined in article 2359 of the Italian Civil Code and article 93 of the Consolidated Law on Finance.

Control Body or **Board of Statutory Auditors**: the Board of Statutory Auditors of Esprinet S.p.A..

Shareholders' Agreement: the shareholders' agreement between Axopa S.r.l. and Montinvest S.r.l. regarding 13,222,559 ordinary shares of Esprinet, representing a total of 26.23% of the share capital.

CONSOB Issuers' Regulations: the Regulations issued by CONSOB (Italian National Commission for Companies and the Stock Market) pursuant to resolution No. 11971 of 1999 (as subsequently amended) regarding issuers.

CONSOB Markets Regulations: the Regulations on markets issued by CONSOB by means of Resolution No. 20249 of 2017.

CONSOB Related Party Regulations: the Regulations issued by CONSOB under Resolution 17221 of 12 March 2010 (as subsequently amended) regarding related party transactions.

Report: the Report on Corporate Governance and Ownership Structure that companies are required to draw up and publish pursuant to Article 123-*bis* of the Consolidated Law on Finance.

Remuneration Report: the report on the remuneration policy and compensation paid which the companies are required to draft and publish in accordance with Article 123-*ter* of the Consolidated Law on Finance and Article 84-*quater* of CONSOB Issuers' Regulations.

Statutory Auditor(s): individually or collectively, depending on the cases, the members of the Board of Statutory Auditors of Esprinet S.p.A..

Internal Control and Risk Management System or **ICRMS**: the Esprinet S.p.A. Group's Internal Control and Risk Management System.

Website or **site**: the institutional website of Esprinet S.p.A. containing information on the Company and accessible at the address www.esprinet.com.

Independent Auditors: the company tasked with conducting the independent audit of Esprinet S.p.A..

Articles of Association: refer to the Articles of Association of Esprinet S.p.A. in force, available on the Company website.

Consolidated Law on Finance or **TUF**: Italian Legislative Decree No. 58 of 24 February 1998.

INTRODUCTION

Esprinet, fully aware that an adequate governance structure is fundamental for achieving the short- and long-term strategic objectives and creating sustainable value, adheres to the Corporate Governance Code of Italian Listed Companies, adjusting it based on its own characteristics. This Report, approved on 12 March 2024 by the Board of Directors, sets forth the corporate governance system adopted by the Company.

1. ISSUER PROFILE

Esprinet S.p.A., an Italian company, was established in September 2000 following the merger of the two leading distributors of IT products operating in Italy: Comprel S.p.A. and Celomax S.p.A.; subsequently, as a result of the carve-out of micro-electronic component distribution activities from the parent company and of various business combinations and the establishment of new companies carried out over the years, the Esprinet Group has assumed its current composition.

The Group, which includes Esprinet S.p.A. and its subsidiaries, pursuant to Article 2497 et seq. of the Italian Civil Code, with 1,776 employees and a turnover of approximately €4 billion in 2023, is the leading business-to-business (B2B) distributor of Information Technology (IT) and consumer electronics in Southern Europe (Italy, Spain and Portugal) and is today the largest distributor in Southern Europe.

The main activity consists in the distribution of IT products (hardware, software and services) and consumer electronics products. The products range marketed by the Group consists of 850 brands from leading technology manufacturers (vendors), including, to name a few, the world's leading technology manufacturers HP, Apple, Samsung, Asus, Lenovo, Dell, Microsoft, Acer, Epson.

In addition to providing traditional wholesaling services (bulk breaking and credit), Esprinet fulfils the role of enabler of the technological eco-system. The Group offers, for example, a turnkey e-commerce platform to hundreds of resellers, in-shop management for thousands of retail sales points, and specialised payment and financing solutions for the resellers community, by also offering the generation of demand by end users and big data analysis to the main technology manufacturers and resellers which outsource marketing activities increasingly more frequently.

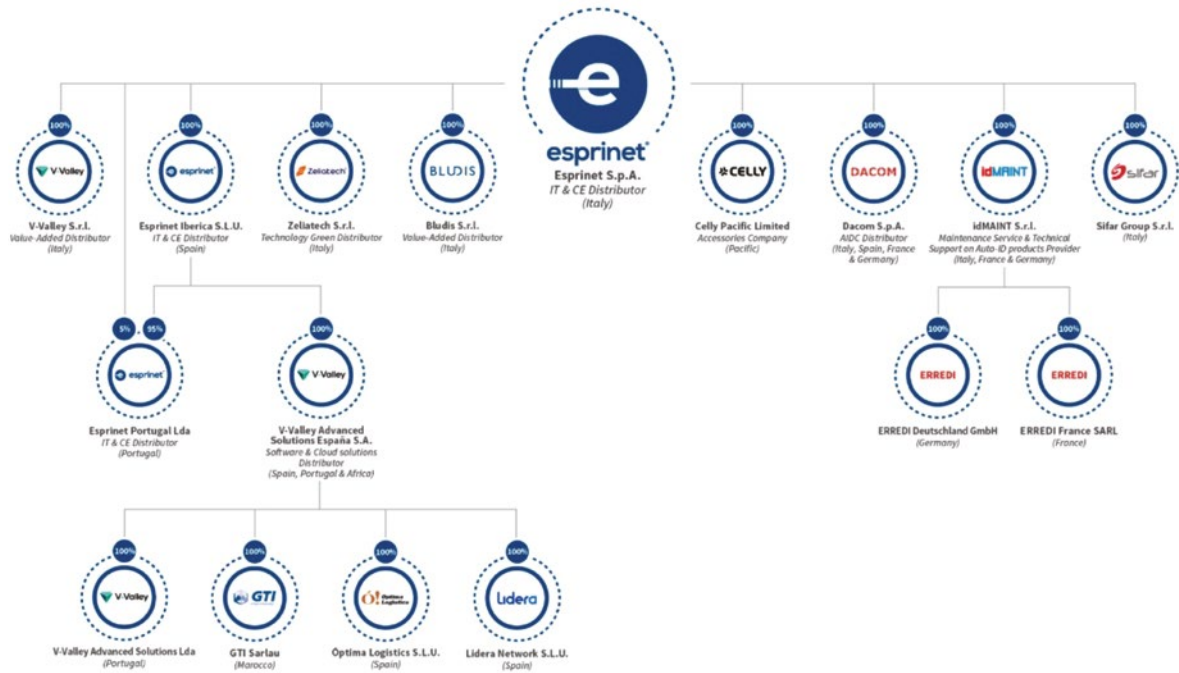
Cloud services, collaboration and cybersecurity software, video-conference systems, advanced IT infrastructures and specialised consumer electronics solutions, such as connected household appliances or gaming platforms, are the new areas of growth with added value that fuel further future growth in sales for the sector, while logistics and financial services, as well as the “pay-per-use” sales model, offer increased opportunities for margin growth.

These are supported by the “traditional” wholesale distribution of branded IT products (hardware and software), mobile telephony equipment, accessories for the latter, aimed at retailers who target both “consumer” and “business” type end-users, and the distribution of own brand products made by third parties to order: NILOX®, a brand under which electric mobility products, sports entertainment and PC accessories are made, and CELLY®, a brand under which mobile phone accessories are produced.

The Group's vision is to simplify life for people and organisations by expanding and facilitating the distribution and use of technology. Enabling your tech experience is the payoff that synthesises the evolution of the company into a genuine technology services hub that enables the use of technology with a strong vocation for environmental and social sustainability.

In order to promote tech-democracy and go with people and businesses on their digitalisation journey, Esprinet brings Europe a complete range of consultancy, IT security, services and products for sale or rent through an extensive network of professional resellers.

The Group's corporate structure at the Report Date is shown below:



The corporate governance structure adopted by the Company is based on the traditional organisational model of management and control and is therefore composed of the following corporate bodies:

- the **Shareholders' Meeting** competent for resolving, in ordinary and extraordinary sessions, on the matters reserved to it by law or by the Articles of Association;
- the **Board of Directors** which holds all the powers of ordinary and extraordinary management, except for those, as per mandatory requirements, provided for by law and the Articles of Association;
- the **Board of Statutory Auditors** called to monitor compliance with the law and the Articles of Association and observance of the principles of proper management and, in particular, the adequacy of the organisational, management and accounting structure adopted by the Company and its practical functioning.

The independent audit is assigned, in application of the relevant regulatory provisions currently in force, to an independent audit firm registered in the special list held by CONSOB.

A **Supervisory Board** was also appointed pursuant to Decree 231, which monitors the correct functioning of Model 231 of the Company and oversees its updating.

The Board of Directors established a (i) **Control and Risk Committee** internally, which also has the function of (ii) the **Committee of Independent Directors for Related-Party Transactions**, (iii) the **Appointments and Remuneration Committee** and (iv) the **Competitiveness and Sustainability Committee**.

Esprinet has been committed on the social front for some time, with a number of solidarity initiatives to support local communities which involve the entire Company workforce.

Further details and information on the strategy and the central importance of ESG topics are found in the non-financial statement pursuant to Italian Legislative Decree No. 254 of 30 December 2016 drafted by the Company (Sustainability Report) according to the Sustainability Reporting Standards of the Global Reporting Initiative (GRI).

Esprinet falls under the definition of SME pursuant to Article 1, paragraph 1, letter *w-quater* 1) of the TUF and Article 2-ter of the CONSOB Issuers' Regulations. The daily average capitalisation figures for the three-year period 2021, 2022 and 2023 are set out below.

| (euro) | 2023 | 2022 | 2021 |
|------------------------------|-------------|-------------|-------------|
| Average Capitalisation Value | 305,953,530 | 415,526,964 | 651,729,958 |

Esprinet does not fall under the Code's definition of "large company" and/or "company subject to concentrated ownership": (i) the capitalisation on the last market day of the three previous calendar years was less than €1,000,000,000.00; (ii) no Company shareholder holds, directly or indirectly, the majority of votes that can be exercised at the ordinary shareholders' meeting.

2. INFORMATION ON THE OWNERSHIP STRUCTURE AS AT 12 MARCH 2024

A. SHARE CAPITAL STRUCTURE

At the Report Date, Esprinet's share capital amounted to €7,860,651.00, represented by 50,417,417 ordinary shares with no indication of nominal value, representing 100% of the share capital. The Company's ordinary shares have been listed on the *Euronext STAR Milan* segment of Borsa Italiana S.p.A. (Italian Stock Exchange) since 25 July 2001 (ISIN: IT0003850929).

All Esprinet ordinary shares have the same rights, and can be exercised without any limitations.

There are no existing financial instruments, at the Report Date, that grant the right to subscribe newly issued shares nor are there any share-based incentive schemes that provide for increases of share capital, even free of charge.

Table No. 1, attached to the Report provides a detailed breakdown of the share capital.

B. RESTRICTIONS ON THE TRANSFER OF SHARE

There are no restrictions in place nor are they envisaged on the transfer of Esprinet shares nor any limits on holding said shares. No provisions are made in the Articles of Association for acceptance clauses for accessing the Company's shareholding structure.

C. SIGNIFICANT INVESTMENTS IN THE SHARE CAPITAL

The significant stakes in the share capital of Esprinet, directly or indirectly, according to the communications sent pursuant to Article 120 of the TUF or the other information available to the Company are listed in table No. 2.

D. SECURITIES THAT GRANT SPECIAL RIGHTS

Securities that grant special control rights do not exist nor were they issued, nor are there any parties holding said rights pursuant to regulations and provisions of the Articles of Association in force.

Esprinet's Articles of Association do not make provision for the issuing of categories of shares with multiple or increased votes.

E. EMPLOYEES' SHARES: MECHANISM FOR EXERCISING VOTING RIGHTS

In the event of employee' shares, no provisions are made for special methods or specific limits on the exercising of voting rights by the latter.

F. RESTRICTIONS ON VOTING RIGHTS

Esprinet's Articles of Association do not provide mechanisms for restricting voting rights.

The terms and conditions for exercising the right to participate and vote at the Shareholders' Meeting are regulated in subsequent paragraph 13 of this Report.

G. SHAREHOLDERS' AGREEMENTS

As of the date of the Report, the shareholders' agreement entered into on 6 July 2020 has been terminated by mutual consent with the adoption of a new shareholders' agreement.

On 22 March 2023, Luigi Monti, Marco Monti and Stefano Monti transferred all the ordinary shares with voting rights of Esprinet held by each to the company Montinvest S.r.l..

In view of this, Axopa S.r.l. and Montinvest signed a new shareholders' agreement for a term of three years from 24 March 2023 that confirms the substantial content of the 2020 Shareholders' Agreement.

The parties to the agreement and the number of shares contributed by each party are listed in the following table:

| Contracting Party | Shares Transferred | % of share capital divided into 50,417,417 ordinary shares | % of total shares that are the subject matter of the agreement |
|-------------------|--------------------|--|--|
| Montinvest S.r.l. | 8,232,070 | 16.33% | 62.26% |
| Axopa S.r.l. | 4,990,489 | 9.898% | 37.74% |
| Total | 13,222,559 | 26.23% | 100.00% |

There are no parties who have signed the agreement and who individually, directly and/or through the agreement, exercise control over the company pursuant to the relevant primary and secondary regulations and in particular pursuant to Article 93 of the TUF.

The parties involved in the agreement have established (i) a voting syndicate for the appointment of the members who make up the corporate bodies of the Company in compliance with the regulations in force and the provisions of the articles of association; (ii) a commitment of prior consultation, also through the secretary of the agreement, before the holding of each Shareholders' Meeting, in order to verify the possibility of standardising the casting of the right to vote at the Shareholders' Meeting and; (iii) a disclosure obligation, also through the secretary of the agreement, in the event of a transfer of shares to third parties for any reason, partially or in full.

For more information in the provisions contained in the shareholders' agreement, please refer to the relevant extract available on the Company website and published in accordance with Article 130 of CONSOB Issuers' Regulations.

H. CHANGE OF CONTROL CLAUSES AND STATUTORY PROVISIONS GOVERNING TAKEOVER BIDS

Long-term loan agreements, as well as securitisation agreements in place contain, as is standard practice, certain clauses that could result in the early extinction of, or the inability to dispose of, future trade receivables in the event of a "change of control".

As standard, agreements for the supply of goods for resale entered into with the main suppliers contain change of control clauses allowing suppliers to terminate such contracts or modify them in the event of changes to Esprinet's control structures.

Supply of goods and services agreements entered into with the main customers do not contain change of control clauses enabling customers to terminate such contracts or modify them in the event of changes to Esprinet's control structures.

The Articles of Association do not make provision for exemptions to the provisions governing the *passivity rule* contained in the Consolidated Law on Finance, nor make express provision for the application of the neutralisation rules envisaged therein¹.

⁽¹⁾ See Articles 104, paragraphs 1 and 1-bis and 104-bis, paragraphs 2 and 3 of the Consolidated Law on Finance.

I. AUTHORISATION TO INCREASE THE SHARE CAPITAL AND TO PURCHASE TREASURY SHARES

At the Report Date, no powers were conferred to the Directors and/or the Board to increase the share capital pursuant to Article 2443 of the Italian Civil Code, nor to issue participatory financial instruments.

By means of a Resolution dated 20 April 2023, the shareholders' meeting authorised the purchase of treasury shares pursuant to Article 2357 et seq. of the Italian Civil Code according to the methods reported hereunder: (i) **number of shares:** 2,520,870 ordinary company shares, with no stated nominal value, corresponding to 5% of the share capital; (ii) **duration:** 18 months, from 20 April 2023 to 20 October 2024; (iii) **purchase consideration:** a) in the event of purchases made on regulated markets, or by employees, at a unit consideration which cannot be 20% less or 20% more than the official price recorded by the company's ordinary shares on the open market the day prior to each individual purchase transaction; b) in the event of purchases made through a public takeover or exchange bid or through the allocation to shareholders, in proportion to the shares held, of a sale option, for consideration no less than 30% lower or more than 30% greater than the official price recorded by the Company's ordinary shares in the ten open market days prior to the public announcement; and c) without prejudice to the provisions pursuant to (a) and (b), for consideration that is not greater than the highest price between the price of the last independent transaction and the highest current independent bid price on the trading venue where the purchase is made; (iv) **authorisation of disposal:** the Board of Directors, with the right of sub-delegation, pursuant to Article 2357-ter of the Italian Civil Code, can dispose in full and/or in part, on one or more occasions, with no time limits, of the treasury shares purchased even before having completed the purchases (including therein those already held in the company's portfolio following the purchases already made based on previous authorisations), for the pursuit of the objectives, under the terms and conditions and according to the manners resolved by the Shareholders' Meeting, including before having purchased the maximum number of shares that can be purchased and, if necessary, repurchase said shares to the extent that the treasury shares held by the Company and, if applicable, its subsidiaries, do not exceed the limit established by the authorisation.

At the Report Date, the Company holds 1,011,318 ordinary shares, equal to 2.01% of the share capital.

J. MANAGEMENT AND COORDINATION ACTIVITIES

At the Report Date, the Issuer is not subject to management and coordination by third parties, within the meaning of Article 2497 et seq. of the Italian Civil Code; the Issuer manages and coordinates all the subsidiaries under its control.

It is specified that:

- the information required under Article 123-bis, paragraph 1, letter i) concerning the existence of any agreements between the Company and Directors which provide for compensation in the event of resignation or dismissal without just cause or if the employment relationship is terminated as a consequence of a public takeover bid, is provided in the Remuneration Report (section 8.1);
- the information required under Article 123-bis, paragraph 1, letter l), first part regarding the rules applicable to the appointment and replacement of Directors and members of the management and supervisory boards, if they differ from the supplementary legislative and regulatory provisions in force, is provided in the section of the Report dedicated to the Board of Directors (section 4.2);
- the information required under Article 123-bis, paragraph 1, letter l), second part regarding amendments to the Articles of Association, if different from the supplementary legislative and regulatory provisions in force, is provided in the section of the Report dedicated to the Shareholders' Meeting (section 13).

3. COMPLIANCE

Esprinet adopts a corporate governance model in line with the principles and criteria contained in the Corporate Governance Code accessible by the public on the Borsa Italiana website at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.

The Company has constantly implemented and acknowledged the principles and recommendations of the Code, by consistently updating its corporate governance, acknowledging this from time to time in its annual Report on Corporate Governance and Ownership Structure. Some of the measures needed to ensure the adjustment of the *governance* structure into line with the new Code, which entered into force in 2021, were assumed by the Company during the year.

Esprinet and its subsidiaries of strategic relevance are not subject to non-Italian legal provisions which influence the Company's corporate governance structure.

4. BOARD OF DIRECTORS

4.1 ROLE OF THE BOARD OF DIRECTORS

The Board of Directors pursues the objective of creating value in the medium/long-term for the benefit of shareholders and its actions take account of the interests of all stakeholders for the purposes of developing them.

Article 16 of the Articles of Association establishes that the Board of Directors is responsible for examining and approving:

- the Issuer's strategic, industrial and financial plans;
- the strategic, industrial and financial plans for the group headed by the Issuer;
- the Issuer's corporate governance system;
- the structure of the Group headed by the Issuer.

The Board of Directors is responsible for the Company's strategic and organisational functions as well as for verifying the existence of all controls necessary for monitoring the performance of the Company and the Group. The Articles of Association grant the Board of Directors the broadest possible powers for the ordinary and extraordinary management of the Company, with the right to carry out all acts considered necessary to implement and achieve the Company's objectives, excluding those that the law strictly reserves for the Shareholders' Meeting.

The Board of Directors can delegate, within the limits specified in current legislation, some of its powers to one or more directors, establishing the limits and conditions thereof at the time the powers are delegated, with the obligation that each director involved must report to the Board of Directors at least once every three months on the activities carried out in the performance of the powers delegated.

The Board of Directors, or the directors to whom powers have been conferred, reports to the Board of Statutory Auditors on the activities carried out in the performance of those duties, on the most significant operations carried out by the Company and its subsidiaries and on operations where a potential conflict of interest exists.

This information is provided during meetings of the Board of Directors and in any case at least once every three months.

During their regular meetings, the Board and the Board of Statutory Auditors are informed, including via delegated bodies, about activities carried out, about the most important economic and financial transactions undertaken by the Company or by its subsidiaries, and about foreseeable business trends, with particular regard to transactions involving a potential conflict of interest.

The Board examines and approves the Company's strategic choices and all economic and financial transactions which are regarded as significant insofar as they may materially affect, positively or negatively, the Company's activities and performance.

During the year, the Board assessed the general operating performance, taking into consideration, in particular, information received from the delegated bodies and periodically comparing the results achieved with those expected.

The Board of Directors is responsible for examining and approving, in advance, operations of the Issuer and its subsidiaries where those operations have a significant strategic, economic or financial importance for the Issuer.

For the purposes of the foregoing, the Board has not chosen to establish a priori general criteria for identifying significant operations, chiefly for the following reasons:

- the Board's competence regarding given transactions is based not on the definition of general criteria but rather on the broad scope of the powers of the Executive Director, very stable over time (in this sense, the historical amounts involved in the operations, and whether they were ordinary or extraordinary in terms of their frequency and/or consistency with the normal course of business, is relevant);
- according to the Articles of Association, the Board is responsible, with no minimum exemption threshold, for resolutions governing certain types of operations (approval and review of the business plan, acquisitions, spin-offs and disposals, including by subsidiaries, of equity investments and/or companies and the contracting of medium- and long-term loans) that correspond to the definition of significant operations.

The Board is also responsible for resolutions on transactions for amounts exceeding the limits stipulated in the delegations of powers issued to the Chief Executive Officer.

The Board also evaluates the adequacy of the organisational, administrative and accounting structure of the Issuer and its strategically relevant subsidiaries, with particular reference to the internal control and risk management system; for details on the latter please refer to section 9.

In order to monitor the correct circulation of privileged information before it is disseminated to the public and ensure respect for the confidentiality obligations set forth by law, in 2006, the Board adopted a (i) regulation for the management of privileged information and establishment of the lists of people who have access to it and (ii) an internal dealing procedure. For details on the procedures adopted, please refer to section No. 5.

Lastly, the Board also adopted the policy for managing dialogue with shareholders; for details, please refer to subsequent section No. 12.

Please refer to subsequent sections for details on the additional powers to the Board regarding: (i) its composition; (ii) functioning; (iii) appointment and self-assessment; (iv) remuneration policy and (v) Internal Control and Risk Management System.

4.2 APPOINTMENT AND REPLACEMENT

The appointment and replacement of Directors are governed by Article 13 of the Articles of Association, as last amended on 8 February 2021 to align with the regulations on gender balance to be applied to the management and control bodies of listed companies in accordance with the provisions of Law No. 120 of 12 July 2011, transposed with Articles 147-*ter*, paragraph 1-*ter* and 148, paragraph 1-*bis*, of Italian Legislative Decree No. 58 of 24 February 1998.

The aforementioned Article 13 of the Articles of Association provides that the resolutions for the election of corporate officers must be taken on the basis of an open vote, with the majorities required by law and by the Articles of Association, using the list voting mechanism.

The members of the Board of Directors are elected in observance of the regulation in force governing gender balance, based on the lists of candidates listed in sequential order. The lists are presented by the Board of Directors or by the shareholders who, at the date of presentation of the list, alone or in conjunction with other shareholders represent, at least one fortieth of the share capital or any different minimum stake in share capital established by law, and who in any case meet any other conditions set by law.

Without prejudice to any lower share required by the Articles of Association, pursuant to Article 144-*quater* of the Issuers' Regulations, CONSOB, by means of management decision No. 92 of 31 January 2024, published the percentage of shares required for submitting lists of candidates for election of management and control bodies and, in the Company's case, a minimum stake of 4.5% in the share capital was required.

The lists must be filed at the Company's registered office at least twenty-five days prior to the date of the Shareholders' Meeting on single call or on first call, without prejudice to any shorter deadline set by law. The Board of Directors' list, if submitted, shall be filed at the Company's registered office by the thirtieth day prior to the date of the Shareholders' Meeting and made the subject of publicity formalities required by law.

The lists must state which candidates qualify as independent, as defined by law for holding the office of Director of listed companies. Each list must be accompanied by declarations in which the nominees accept their candidacy and confirm that there are no grounds for ineligibility or disqualification, that they meet any conditions set by law or the Articles of Association and (if applicable) that they qualify as independent.

The lists that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in accordance with the applicable gender balance regulations.

To demonstrate ownership of the number of shares required for the submission of lists, shareholders must file within the term envisaged by the regulations in force for the publishing of the lists, a copy of the shareholding certificates issued by the authorised intermediaries. Lists submitted in violation of the Articles of Association shall be treated as never submitted.

Each shareholder, as well as shareholders belonging to the same group – with this meaning the entity exercising control, subsidiaries and companies controlled by the same parent entity, or those affiliated pursuant to Article 2359 of the Italian Civil Code – and shareholders entered, also via subsidiaries, in an agreement under Article 122 of Italian Legislative Decree No. 58/1998 concerning the Company's shares, cannot present, not even via third parties or trustee companies, more than one list. Control exists, also with reference to entities that are not corporations, in the cases envisaged by Article 93 of Legislative Decree No. 58/1998.

Each candidate may appear on one list only or will otherwise be disqualified. Each eligible party may vote for one list only.

One member of the Board of Directors (who must meet the integrity and professionalism requirements per Article 148, paragraphs III and IV of the Consolidated Law on Finance) is drawn from the minority list obtaining the highest number of votes, which is in no way associated, even indirectly, with the shareholders who submitted or voted for the winning list. Moreover, for the purposes of allocating the Directors to be elected, account is not taken of lists that fail to obtain a percentage of votes equal to at least half that required for the submission of lists.

All other members of the Board are drawn from the list obtaining the highest number of votes, in the order in which their names appear on the list, and at least two of them (or any higher number required by the laws in effect when the lists are submitted) must meet the independence requirements established by law to hold the office of directors of companies listed on the stock exchange.

If, when the candidates are elected in the manner described above, the presence of the necessary number of directors who meet the independence requirements established by law for the office of directors of listed companies is not met, the candidate who does not meet said requirements, elected last in sequential order on the list receiving the most votes, shall be replaced by the first candidate who meets said requirements not elected from the same list in sequential order.

Lastly, if this procedure does not ensure the necessary number of directors who meet the independence requirements established by law for directors of listed companies, the replacement will take place with a resolution approved by a relative majority of the Shareholders' Meeting, after the submission of candidacies by persons who meet the independence requirements established by law.

Furthermore, in case the Board of Directors' composition, even after the fulfilment of the procedures indicated above, does not comply with the prescriptions required by law in order to ensure the gender balance, the candidate from the more represented gender elected last in sequential order in the list that reported the highest number of votes will be replaced by the first candidate from the less represented gender not elected from the same list according to sequential order.

This procedure will be applied as long as the composition of the Board of Directors adheres to the provisions required by the applicable law in order to guarantee gender balance. In the event of the procedure's inability to guarantee the gender balance required by the applicable law, the replacement will be adopted by the Shareholders' Meeting resolution. This resolution will be adopted with simple majority by means of submission of candidates belonging to the less represented gender.

In the case of a tie vote between two or more lists, all right-holders present at the shareholders' meeting proceed with a new vote between these lists. The candidates on the list achieving the majority of votes – excluding abstentions from the calculation – are the ones elected.

If only one list has been submitted, the Shareholders' Meeting shall vote on it and if it obtains a majority, the candidates listed in sequential order up to the number set by the Shareholders' Meeting shall be elected subject to the obligation for the Shareholders' Meeting to appoint a number of Directors who meet the independence requirements established by law and without prejudice to respect for the gender balance.

In the absence of lists, or if the number of directors elected on the basis of lists submitted is less than that determined by the Shareholders' Meeting, members of the Board of Directors over and above those elected on the basis of any submitted lists up to the number of directors determined by the Shareholders' Meeting, shall be appointed by the Shareholders' Meeting with a legal majority, in order to ensure the necessary number of directors meeting the independence requirements, as well as compliance with legislation in force regarding gender balance.

With the exception of the rules specified in the TUF, the Issuer is not subject to other rules or provisions relating to industry legislation governing the composition of the Board of Directors.

As regards the information on the role of the Board of Directors and the board committees in the processes of self-assessment, appointment and succession of Directors, please see section 7 of this Report.

4.3 COMPOSITION

Pursuant to Article 14 of the Articles of Association, the Board of Directors is composed of 7 to 13 members, as determined by the Shareholders' Meeting. These members remain in office for up to three financial years or for a lesser period determined when they are appointed. They may be re-elected, and their term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their term of office.

At the Report Date, the Board of Directors is composed of 9 members, appointed for three financial years by the Shareholders' Meeting of 7 April 2021. The Board's term of office shall expire on the date of the Shareholders' Meeting called to approve the financial statements for the year ended as at 31 December 2023.

For the renewal of the Administrative Body, 2 lists of candidates were submitted at the time of appointment.

List No. 1 was presented by the shareholders who make up the shareholders' agreement stipulated on 6 July 2020 between Francesco Monti and Axopa S.r.l., holder of roughly 25.23% of the Company's ordinary shares.

Said list is composed as follows:

1. Maurizio Rota (candidate for the office of non-executive chair)
2. Marco Monti (candidate for the office of deputy non-executive chair)
3. Alessandro Cattani (candidate for the office of chief executive officer)
4. Angelo Miglietta (independent and non-executive)
5. Renata Maria Ricotti (independent and non-executive)
6. Emanuela Prandelli (independent and non-executive)
7. Angela Sanarico (independent and non-executive)
8. Chiara Mauri (independent and non-executive)
9. Stefania Romenti (independent and non-executive)

for a total of 9 members, of whom 8 non-executive and 6 independent.

List No. 2 was presented by the managers Algebris, Eurizon Capital SGR, Eurizon Capital SA, Fideuram Asset Management (Ireland), Fideuram Intesa Sanpaolo Private Banking Asset Management SGR, Interfund Sicav, Mediolanum Gestione Fondi SGR, Mediolanum International Funds Limited and Pramerica SGR, who declared that they hold at least 3.1% of ordinary Company shares.

Said list is composed as follows:

1. Lorenza Morandini (independent and non-executive)

for a total of 1 non-executive and independent candidate.

The shareholders who presented list No. 2 declared that they have no relationships with the shareholders who presented and voted on the list that received the highest number of votes.

From the candidates belonging to list No. 1, which received the most votes, with the favourable vote of 53.65% of the share capital, the following were chosen: Maurizio Rota, Marco Monti, Alessandro Cattani, Angelo Miglietta, Renata Maria Ricotti, Emanuela Prandelli, Angela Sanarico and Chiara Mauri.

The candidate belonging to list No. 2, Lorenza Morandini, obtained the favourable vote of 46.06% of the voting capital.

Further details on the composition of the Board of Directors in office can be found in [table No. 1](#) attached to this Report.

MAURIZIO ROTA – Chair of the Board of Directors (non-executive)

Born in Milan on 22 December 1957, founder of the Company and Chair of the Esprinet Group. After his initial professional work experience as the sales manager of companies operating in the IT sector, he founded Micromax in 1986 and became Chair. Until 1999 he was responsible for the company's development and consolidation, with a particular emphasis on relations with leading manufacturers and making important contributions towards the success of the company's commercial strategies. In 2000, with the creation of Esprinet from the merger of Celo, Micromax and Comprel, he became Managing Director and then Deputy Chair and Chief Executive Officer. Maurizio Rota combines strategic vision with operational capability. He has always had a strong drive for innovation and a superior ability to anticipate market trends, which he knows how to translate into opportunities for value creation.

MARCO MONTI – Deputy Chair (non-executive)

Born in Milan on 16 April 1978. A member of the Company's Board since 2009. He graduated in Telecommunications Engineering from the Politecnico di Milano (Milan Polytechnic) in 2003 and was awarded a Master's degree in Corporate Finance and Management Control by the University of Pisa in 2018. He has developed his professional career in the information technology sector, taking on a range of management roles at Infoklix S.p.A., one of Italy's biggest value-added resellers, operating in the segment of ICT solutions and services. Starting with jobs in web marketing, he took on gradually increasing levels of responsibility before assuming the role of Marketing Director. He subsequently became General Manager of a spin-off selling CAD (Computer Aided Design) software solutions. He is currently Chair of the Board of Directors of the family holding company, Montinvest S.r.l. and is responsible for the strategic allocation of financial investments.

ALESSANDRO CATTANI – Chief Executive Officer and Chief Strategic Officer

Born in Milan on 15 August 1963, he graduated in Electronic Engineering from the Politecnico di Milano (Milan Polytechnic) in 1990. Obtained a Master's with distinction in 1992 from the SDA Bocconi School of Management. In the mid-1980s, when he was still a university student, he began his professional career, and only two years later became sole director of the IT services company of an Italian industrial group producing food plants, where he was head of management control reporting directly to senior management. After graduating, he launched his own management consultancy, specialising in management control and sales network management for industrial and IT companies. His clients included the Italian subsidiary of Hewlett Packard, for which he delivered financial training to the network of sellers and marketers operating in the distribution channel represented by resellers and distributors. From 1996, he carried out work for Comprel, Celo and Micromax, before coordinating, as project manager, the merger and integration plan that led to the creation of Esprinet S.p.A. in 2000. He became Chief Executive Officer of the company in November of that year. He coordinated the process that resulted in Esprinet's listing in 2001. Later on, he was involved in carrying out and integrating acquisitions that would make the Esprinet Group one of the biggest technology distributors in Europe. He has written articles in specialised technology journals and publications on management techniques and management control. He is currently Chair of the Board of Directors of Esprinet Iberica S.l.u. He is a non-executive director of Agrati S.p.A., one of Europe's biggest producers of high-resistance hardware. He has been a member of the Executive Committee of the Global Technology Distribution Council (GTDC) since January 2021, the global industry association dedicated to defining and promoting the role of wholesale distribution in the sound and successful Information Technology channel. From 2001 to 2003, he sat on the National Governing Council of AISLA, the Italian Association of Amyotrophic Lateral Sclerosis. Alessandro Cattani summarises and interprets the Group's international profile, having played a key guiding role in its transformation from a purely domestic entity to a player with pan-European standing, thanks to his orientation towards innovation management and his particular talent for developing international relations.

ANGELO MIGLIETTA – Director (independent)

Born in Casale Monferrato (AL) on 21 October 1961, he graduated with distinction in Business Economics from the L. Bocconi Business University in Milan and completed his studies with an advanced course in marketing and strategies at Stanford University in California. He is currently full professor of Economics and Business Management at the IULM University of Milan. He is a Statutory Auditor enrolled in the Register of Statutory Auditors. Former General Secretary of the Fondazione Cassa di Risparmio di Torino, he boasts prestigious administration and control posts at a number of listed companies not operating in the financial, banking, insurance and industrial sectors. Inter alia, he was a member of the Board of Directors and of the Executive Committee of Assicurazioni Generali S.p.A. and, between December 2012 and 2016, he was Chair of Sirti S.p.A., an Italian leader in the infrastructures, networks and telecommunications sector. He has carried out professional activities for roughly 30 years on company valuations, mergers, contributions, acquisitions and other corporate finance transactions (leveraged buy out, financial planning, project financing) for numerous companies and entities of prime standing. He has penned an array of studies and publications in the economic, managerial, financial and governance domains, including internationally. Angelo Miglietta was appointed independent director of Esprinet for the first time in 2000, retaining the role until 2012. Miglietta was then appointed independent director in 2021. Lastly, he is Chair of the Board of Directors of Plenifer Investments SGR and of Generali Real Estate SGR and a member of the Board of Directors of Generali Italia, since the beginning of April 2023.

RENATA MARIA RICOTTI – Director (independent)

Born in Casteggio (PV) on 28 September 1960 and graduated in Business Economics (magna cum laude) from the Università Commerciale di Pavia (Business University). She is currently a Partner/Senior Counsel of Carnelutti Studio Legale Associato. She is a member of the Company's tax department, where her work focuses on national and international taxation, corporate taxes and tax litigation. She has been particularly active in assisting the top management of industrial and commercial companies in reorganisations and mergers and acquisitions on a national and international level. She has recently assisted multinationals in the electronics, pharmaceuticals, financial services and clothing sectors. She has been a member of the Association of Chartered Accountants and Tax Experts since 1986 and of AGN International (Accountants Global Network). She is a director and auditor of various Italian and international companies.

EMANUELA PRANDELLI – Director (independent)

Born in Lecco on 17 July 1970. Graduated with distinction in business economics from the Università Commerciale L. Bocconi di Milano (L. Bocconi Business University of Milan) in 1993. She obtained a PhD in business economics and management from the Università Bocconi in 2001. She is currently Associate Professor of the Department of Management and Technology at Bocconi University. She is also Senior Professor, Marketing Area, of the SDA Bocconi School of Management, where she is Director of the Master in Fashion, Experience & Design Management (MAFED) and teaches Innovation Management, Digital Strategy and Technology Marketing. She has been an Associate Dean for Global Executive Summer Programs since 2022. She has directly implemented and coordinated numerous programmes to order related to subjects such as eBusiness and digital marketing, innovation and marketing management, for many industrial and services companies including IBM, Philips, Tim and Vodafone. She was a Research Assistant at the Kellogg School of Management at Northwestern University, where she returned as a Visiting Professor, a Research Fellow at the Management Department of St. Gallen University and Visiting Professor at WU, Wirtschaftsuniversität Wien (Vienna University of Economics and Business). She has won a number of academic prizes, including the Prize for Research Excellence awarded by the Università Bocconi (2020, 2014, 2005-2007, 2001-2003) and the "Innovation Excellence" – Bespoke Management Training for Companies Division (2012). The areas of scientific and research interest centre on issues relating to strategic management and digital strategy, the impact of digital technologies on the innovation processes and marketing. She has published numerous books and articles in Italy and abroad in journals such as MIT Sloan Management Review, Journal of Marketing Research, California Management Review, Journal of Marketing, Journal of Interactive Marketing, Strategic Organization, Journal of Business Venturing. She is currently an Independent Director and member of the Audit and Risk Committee of Tod's S.p.A. (a company listed on Borsa Italiana S.p.A.) and an Independent Director and member of the Audit Committee of Valentino S.p.A..

ANGELA SANARICO – Director (independent)

Born in Mottola (TA) on 11 May 1962, she graduated in Business Economics with distinction from the University of Florence and, in 1992, earned a Master's with distinction from SDA Bocconi. After sitting an exam to be authorised to practice as a certified accountant in 1988, she started her professional career at IBM, dealing with innovative technologies and customer relations in the first few years. Responsible for the profits and revenues for all IBM brands (software, hardware, services) on the clients assigned, she has headed up a range of projects involving consolidation of banking groups, participating in and directing the definition of new technological architectures, supporting clients with research and business plans. The experience acquired, through long-term relations with "C-level" executives of the clients belonging to various industrial sectors, has enabled her to acquire in-depth knowledge of the Italian IT market. She has contributed to the implementation of successful projects by combining in-depth knowledge of information technologies with specific client situations, thanks to long-term relations, problem-solving skills and team work. In particular, over the last few years, she has promoted and implemented, in close cooperation with the ecosystem of business partners and distributors, the dissemination of exponential technologies such as Internet of Things and Cognitive Computing, in order to support clients in the digital business transformation process. She has always been committed to voluntary work, and since 2005 has organised meetings for primary and secondary school students to discuss the opportunities offered by studying STEM subjects and disseminate knowledge of the risks connected with navigating cyber-space.

CHIARA MAURI – Director (independent)

Born in Lecco on 6 June 1956 and graduated in Business Economics from the Bocconi University in Milan. Chiara Mauri is Full Professor at LIUC Carlo Cattaneo University, where she is Director of the School of Economics and Management. She is an adjunct professor at Bocconi University and the Université Savoie Mont Blanc; and in the latter she is also a member of the Conseil de Surveillance. She is the General Secretary of the Executive Board of the Italian Marketing Society (Società Italiana di Marketing). At SDA Bocconi, she was Director of the Master of Management in Food & Beverage (MFB) from 2013 to 2016, Director of the Executive Master in Marketing & Sales (EMMS) from 2006 to 2011, Director of the catalogue courses of Area Marketing (2000-2006), Director of the Master in Marketing & e-Commerce MiMeC from 2000 to 2003. She has carried out research and training projects with some of the most important Italian and international companies. Her research focuses on three key areas: retail management, of which she has explored many aspects such as category management, assortment management, loyalty cards and loyalty networks. The second area relates to marketing: brand management, sales promotion, kids' marketing, consumer shopping behaviour, multichannel customer management. She was also in charge of branding and destination management. She is the author of numerous essays and articles concerning the topics she has written on. Her work has been published in important journals such as Psychology & Marketing, Annals of Tourism Research, European Management Journal, International Review of Retail, Distribution and Consumer Research, International Journal of Management and Marketing Academy, International Journal of Tourism Research, International Journal of Hospitality Management, Italian Journal of Marketing. In 2021, she won the best paper of the SIM Conference, in 2020 she won the Psychology & Marketing Best Paper Award and in 2007 she won the award for best article in the journal Mercati e Competitività. She is a member of the editorial board of Journal of Retailing and Consumer Services, of the International Journal of Marketing and Management and of the Italian Journal of Marketing. She has been Visiting Professor at many international universities such as the Savoie Mont Blanc University and the Autonomous University of Barcelona, and Visiting Scholar at Harvard Business School and Arizona State University. At the Valle d'Aosta University, she was Director of the Department of Economic and Political Sciences from 2009 to 2016. She is a founding member of the International Place Branding Association (2016). She is currently a member of the Executive Board of the Italian Marketing Society (Società Italiana di Marketing).

She was a member of the Board of Directors of Colorificio San Marco S.p.A. (industrial paint sector), of Ambrosoli S.p.A. (sweets), of Almax S.p.A. (mannequins) and of Centro Servizi Courmayeur S.r.l..

LORENZA MORANDINI – Director (independent)

Born in Pavia on 31 December 1971, she graduated in economics from the Bocconi University, with full marks, achieved an MBA in Corporate Finance and Marketing from Indiana University (USA), thanks to a Fulbright study grant, and finished her post-graduate studies (MBA) at INSEAD (Fontainebleau – France). She currently holds the position of Adjunct Professor at the LUISS Business School, where she teaches on the topics of Operations and Innovation, elected to the Board of Directors of Amplifon, as a candidate on the Assogestioni lists, she is also a Board member of SIT, both leading companies in their own sectors: hearing care and components for gas meters and heaters. She is Head of the Advisory Board of Apio, an SME that develops products and services with blockchain technology, and after 3 years of experience as Managing Director she is now an Honorary Member of Angels4Women, an Association of Business Angels with a focus on innovative female entrepreneurship (and scalable). After a brief stint at Bestfoods – Unilever, as industrial controller, and McKinsey, as Summer Associate, she joined the Chicago office of The Boston Consulting Group (BCG) in 1999. After returning to Europe, she stayed at BCG until 2006, where she became a Global Supply Chain Leader, then joined Indesit, where she stayed until 2011, first as Group Business Development Director then as Service Marketing Director. From 2012 to 2015, she held the position of General Manager, Customer Service, and joined the Executive Committee of the Candy Hoover Group. From 2015 until 2018, she worked at Poste Italiane, where she was part of the group of managers who dealt with the Digital Transformation and group listing. Included in “Unstoppable women” by the journal StartupItalia, she is part of the Fulbright Committee for the selection of PhDs and MBAs in the United States, as her give-back activities.

DIVERSITY CRITERIA AND POLICIES IN THE COMPOSITION OF THE BOARD AND THE CORPORATE ORGANISATION

On 21 March 2018, on the proposal of the Appointments and Remuneration Committee, the Board of Directors adopted a diversity policy governing the composition of the administration bodies in relation to aspects such as age, gender and training and professional pathway, taking into account the dimensions of the company, the ownership structure and the complexity and specific characteristics of the business sector in which it operates.

In addition, in adopting this policy, as regards the administrative body, account has been taken of (i) the size of the Board of Directors and the experience accrued by the Board in relation to the activities and methods of operation of the board and its internal committees, as well as the results of the self-assessment processes.

This is aimed in particular at persons involved in the process of selecting and appointing members of the Board of Directors of the Company and therefore:

- at shareholders who, pursuant to law and the Articles of Association, intend to submit lists of candidates for appointment to the Board of Directors;
- at the Shareholders' Meeting called to appoint the Board of Directors;
- at the Company's "outgoing" Board of Directors, if – during a reshuffle of the Board of Directors – it intends to submit its own list of candidates;
- at the Company's Board of Directors, as well as shareholders, in the event that – during their term of office – it becomes necessary to replace a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.

The following is a description of the diversity policy adopted and applied in relation to the composition of the Board of Directors.

Size of the Board of Directors: pursuant to the Articles of Association, the number of members on the Board of Directors is determined by the Shareholders' Meeting and ranges from seven to thirteen members. Notwithstanding the above, the number of members on the Board of Directors must allow an adequate balance of the skills and experience required by the size of the Company and the nature and complexity of the Company's activities, including within internal committees. Any increase in the number of members on the Board of Directors should be instrumental in allowing a further enrichment of the characteristics, skills and professionalism present on the Board, as indicated below.

Professionalism, competence and experience requirements: as regards the professionalism requirements, in line with the recommendations of the Code: (i) at least one member should have adequate knowledge and experience in financial matters or remuneration policies; (ii) at least one member should have adequate experience in accounting and finance or risk management. Without prejudice to the above, the presence on the Board of Directors of individuals with expertise in at least some of the following sectors should be guaranteed: (i) marketing and sales; (ii) finance, administration and management control; (iii) information technology, digital technologies and innovation; (iv) logistics; (v) legal and tax. The combination of diverse and complementary skills and experience promotes dialogue and the efficient and the effective functioning of the Board. It is also hoped that the majority of directors will have an appropriate knowledge of the English language to allow a correct understanding of written texts and, therefore, to ensure the possibility of adopting resolutions directly relating to documents in the English language, taking into account the Esprinet Group's international profile.

Age and seniority of office: the Board of Directors should include individuals of various ages, generations and seniority of office, in line with the best market practice of listed companies, in order to promote the creation of a fair balance between experience, continuity, innovation focus and risk appetite.

Gender: the Board of Directors should have adequate gender representation, in compliance with current legislation and the Company's Articles of Association.

Policy adoption, implementation and amendments: the Policy is adopted by the Board of Directors on the proposal of the Appointments and Remuneration Committee. The latter is required to support the Board of Directors in the adoption of the Policy and to verify and assess how the Policy is implemented and to monitor its results during the reference period, including for the purpose of a description of the Policy to be produced annually in the Report on Corporate Governance and Ownership Structure. Any amendments or revisions to the Diversity Policy are approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee, also taking into account the results of the Board of Directors' self-assessment.

Furthermore, the outgoing Board, in view of the Shareholders' Meeting to approve the Financial Statements as at 31 December 2023 at which the new Board of Directors is to be appointed, after hearing the opinion of the Appointments and Remuneration Committee, expressed its guidance on the best qualitative and quantitative composition of the new administrative body (the "Guidance").

The Guidance, published on the Company's website on 6 March 2024, takes into account the results of the self-assessment on the size, composition and functioning of the Board of Directors and its Committees. This self-assessment process concerned, among other things, aspects relating to the size and composition of the Board of Directors and its Committees.

The Board invited shareholders submitting a list containing a number of candidates for the position of directors of Esprinet higher than half of the members to be elected to provide adequate information on the compliance of the list with the guidance, also with reference to the diversity criteria set forth in Esprinet's Articles of Association, and to indicate, in compliance with the provisions of the Corporate Governance Code, their candidate for the office of chair of the management board.

The diversity culture is a hallmark of the entire corporate organisation. Esprinet protects and promotes the value of human resources, encouraging their professional growth, undertaking to avoid discrimination of any kind and guaranteeing equal opportunities to both genders. For further insights regarding the initiatives undertaken to promote equal treatment and opportunities between genders within the corporate organisation, please consult the non-financial statement drafted by the company, pursuant to Legislative Decree No. 254 of 30 December 2016.

MAXIMUM NUMBER OF POSITIONS HELD IN OTHER COMPANIES

Based on a compliant recommendation of the Appointments and Remuneration Committee, in the explanatory report on the proposed resolution for the appointment of the new administrative body presented at the Shareholders' Meeting on 24 April 2024, the Board defined the general criteria regarding the maximum number of positions in order to ensure the role of director of the Issuer is filled effectively.

As regards Non-Executive Directors, the Board indicated that they may hold up to 4 posts in listed companies. There is no limit on the number of other types of post, with each individual Director responsible for deciding whether or not they should take up the position. By contrast, the Board highlighted that the limits may be different for Executive Directors than those identified above, also in consideration of the type of business carried out by the company in which the post is held.

The following table lists the directorships and control positions each director held as at 31 December 2023, in companies listed on regulated markets (including foreign markets), in financial companies, banks, insurance companies or companies of a significant size.

| | | |
|-----------------------------|---|---|
| Rota Maurizio | Chair | <i>Axopa S.r.l.</i> |
| | Chair of the Board of Directors | <i>Esprinet Iberica, S.L.U.</i> |
| Cattani Alessandro | Director | <i>Axopa S.r.l.</i> |
| | Director | <i>Agrati S.p.A.</i> |
| Monti Marco | Chair of the Board of Directors and Chief Executive Officer | <i>Montinvest S.r.l.</i> |
| | Chair of the Board of Statutory Auditors (resigned on 31/01/2024) | <i>Sogin S.p.A.</i> |
| Miglietta Angelo | Chair of the Board of Statutory Auditors | <i>Trenord S.r.l.</i> |
| | Alternate Auditor | <i>E.ON Energia S.p.A.</i> |
| | Independent Director | <i>GENERALI ITALIA S.p.A.</i> |
| Ricotti Renata Maria | Chair of the Board of Statutory Auditors | <i>Eurizon Capital Real Asset SGR S.p.A.</i> |
| | Standing Auditor | <i>Innovest S.p.A.</i> |
| | Standing Auditor | <i>Nexans Italia S.p.A.</i> |
| Prandelli Emanuela | Independent Director | <i>Tod's S.p.A.*</i> |
| | Independent Director | <i>Valentino S.p.A.</i> |
| Sanarico Angela | – | – |
| Mauri Chiara | – | – |
| Morandini Lorenza | Director | <i>Danieli & C. Officine Meccaniche S.p.A.*</i> |
| | Director | <i>Amplifon S.p.A.*</i> |
| | Director | <i>SIT S.p.A.*</i> |

* A company listed on the Italian Stock Exchange.

4.4 FUNCTIONING OF THE BOARD OF DIRECTORS

With reference to the rules and procedures defined by the Board for its functioning, including: (i) the methods for taking the minutes of the meetings; (ii) the procedures for the timely management of pre-meeting information; (iii) the controls put in place to ensure this prerogative also in cases of confidentiality and urgency of the matters dealt with; and (iii) as for the practices of involvement of the competent corporate functions for the in-depth analyses provided by the Board on the matters dealt with, please refer to the Regulation of the Board of Directors adopted by the latter on 19 April 2021 and available on the Company's website as well as to the regulations of the individual Committees to the extent of their competence.

With reference to the general information on the activities of the Board and on the time commitment ensured by each director, including the number of meetings held during the year, the percentage attendance of each director and the average duration of the meetings, please see [table No. 2](#) attached to this Report.

With reference to the current year, at the Report Date, 3 meetings of the Board were held. Excluding any extraordinary issues addressed by the Board, it meets on a monthly basis.

4.5 ROLE OF THE CHAIR OF THE BOARD OF DIRECTORS

The Chair of the Board of Directors is responsible for organising the work of the Board. In particular, the Chair must ensure that all appropriate information and documentation is made available to Board and committee members so that they can make their decisions.

Except in cases of particular urgency, each Director and Statutory Auditor is informed sufficiently in advance of the items on the agenda, by sending summary presentations accompanied by the documents forming the object of the items on the agenda.

The Chair of the Board of Directors, also with the help of the Chief Executive Officer, will endeavour to ensure that the necessary time can be devoted to the items on the agenda so as to allow a constructive discussion and will, in his running of meetings, encourage contributions from individual Directors.

When additional background about the items on the agenda is required, the Company's managers and advisory staff will be invited to attend the Board meetings by the Chair, in agreement with the Chief Executive Officer.

The Chair of the Board of Directors, with the support of the secretary, ensures that all members of the Board and of the Board of Statutory Auditors can take part, following appointment and during their term of office, in the initiatives aimed at providing them with adequate knowledge of the business sectors in which the Company and the Group operate, the company dynamics and their evolution, also with a view to the sustainable success of the Company as well as of the principles of correct management of risks and of the reference legislative and self-regulatory framework.

In addition, the Chair, with the help of the secretary and the support of the Appointments and Remuneration Committee, ensures the adequacy and transparency of the self-assessment process.

At the monthly Board meetings, the Chair updates the Directors on the activities carried out by Investor Relations.

BOARD SECRETARY

The Board, on the proposal of the Chair, appointed Manfredi Vianini Tolomei as secretary on 7 April 2021, partner of the law firm Chiomenti in Milan.

The Secretary supports the activities of the Chair, according to the terms outlined in the Regulation of the Board of Directors and provides, with impartiality of judgement, assistance and advice to the Board on any relevant issue for the correct functioning of the corporate governance system. In addition, in carrying out his/her duties, the Secretary can avail himself/herself of an adequate organisational structure for fulfilling the engagement.

Mr. Manfredi Vianini Tolomei assists Italian and foreign companies with market regulations, public take-over bids, *corporate, finance and public M&A* of companies in the financial and industrial sectors, with a special focus on public offerings or listings of equities (including share capital increases), listings of debt securities, convertible bonds and *equity linked* notes and private placements with institutional investors.

Considering the high professional standing of Mr. Manfredi Vianini Tolomei, already Board Secretary since 2015, the Board did not deem it appropriate to conduct a prior verification of the professionalism requirements for office.

4.6 EXECUTIVE DIRECTORS

At the Report Date, in making use of the option envisaged in Article 17 of the Articles of Association, management powers were assigned solely to the Chief Executive Officer Alessandro Cattani.

Broad operating powers were assigned, based on his professional experience and competence.

The breakdown of the management powers granted to the Chief Executive Officer, duly filed with the Register of Companies, is shown below:

With free signature:

- a) Relations with government and semi-governmental bodies and industrial relations;
- b) Purchases of goods and services;
- c) Sale, provisions and supply of goods, commodities and services;
- d) Tenders called by public administrations and establishment of temporary groupings of companies;
- e) Cash flows;
- f) Insurance;
- g) Loans to customers for amounts up to €4,000,000.00 (four million/00);
- h) Taxes and duties;
- i) Disputes, arbitration and judicial procedures in which the company is the claimant and defendant;
- j) Contracts for the provision and supply for utilities and services;
- k) Professional engagements, advisory services and agency contracts;
- l) Vehicles (purchase, exchange, rental);
- m) Relations with personnel;
- n) Banking, postal and suretyship transactions within the limits of €20,000,000.00 (twenty million/00) per individual transaction;
- o) Factoring operations;
- p) Purchases of loans and receivables;
- q) Rentals and leases of movable assets and property;
- r) Post and certified email;
- s) Appointing attorneys;
- t) Signing all Company correspondence.

With joint signature with one between:

- (i) the General Manager in the person of Giovanni Testa;
- (ii) the Chief Administration & Risk Officer in the person of Stefano Mattioli;
- a) Banking, postal and suretyship transactions beyond the limits of €20,000,000.00 (twenty million/00) per individual transaction;
- b) Issue of guarantees and letters of patronage to third parties up to the limit of €20,000,000.00 for each transaction;
- c) Short and medium/long-term loans to subsidiaries up to a limit of €20,000,000.00 (twenty million/00).

With joint signature with one between:

- (i) the General Manager in the person of Giovanni Testa;
- (ii) the HR Director in the person of Ettore Sorace;

a) Rentals, leases, and purchases of movable assets and property.

With joint signature with:

- (i) the General Manager in the person of Giovanni Testa;

a) Loans to customers for amounts up to €4,000,000.00 (four million 00) and up to a maximum of €10,000,000.00 (ten million/00).

The Board remains responsible, inter alia, for the decisions that exceed the limits established in the powers referred to above and which require a favourable vote of a qualified majority of at least 70% of members of the Board rounded up to the next number, without the prevailing vote of the chair, decisions that concern:

- appointment and revocation of Chief Executive Officers and assignment and revocation of the relevant powers;
- approval and revisions of budgets and the business plan;
- acquisitions, carve-outs and transfers (also by subsidiaries) of equity investments and/or companies;
- approval of stock option plans and treasury share repurchase plans;
- taking out of medium and long-term loans;
- establishment of the Executive Committee, where applicable, definition of the delegated powers and appointment and revocation of its members.

CHAIR OF THE BOARD OF DIRECTORS

Maurizio Rota, Chair of the Board of Directors, does not possess management powers, is not the main person responsible for management of the Issuer, nor is a controlling shareholder of the Issuer.

REPORTING TO THE BOARD

The Chief Executive Officer reports to the Board on the activities carried out in the exercise of the powers delegated to him/her at the first possible meeting and, in any case, at least once every month.

4.7 INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR**INDEPENDENT DIRECTORS**

The Independent Directors are Angelo Miglietta, Renata Maria Ricotti, Emanuela Prandelli, Angela Sanarico, Chiara Mauri and Lorenza Morandini.

At the first opportunity following their appointment, the Board assessed whether these directors fulfilled the independence requirements pursuant to the applicable laws and the recommendations of the Code, based on information provided by the individuals concerned, announcing the outcome of their assessments via a market communication.

Based on the information gathered by the Board of Directors, none of the Independent Directors has entered into significant financial relationships with the Company, its subsidiaries, controlling shareholders and/or the Issuer's delegated bodies that might influence their impartiality of judgement. They do not own, directly or indirectly, equity investments that would enable them to exercise control over the Company, and do not adhere to any shareholders' agreement through which they could exercise control or significant influence over the Company.

None of the Independent Directors is (i) an important representative of the Company, of a strategically important subsidiary or of a company under joint control with the Company, or of a company or entity which, together with others through a shareholders' agreement, controls the Company or is able to exercise a significant

influence over it, and (ii) are shareholders or directors of companies or entities belonging to the network of the company in charge of auditing Esprinet's accounts.

Angelo Miglietta, Renata Maria Ricotti, Emanuela Prandelli, Angela Sanarico and Lorenza Morandini have also not been directors of the Company for more than nine of the last twelve years.

With regard to this latter requirement, the Board of Directors has recognised Director Chiara Mauri as an independent director, although she has been a director of the Company for more than nine of the last twelve years, in view of the autonomy of judgement that has been constantly demonstrated and her professional qualities.

In making the constant assessments of the existence of independence requirements, the Board usually applies all of the criteria set out in the Code.

In the Board meeting of 14 February 2024, the Board carried out its annual assessment of the independence of Directors, checking that the independence requirements set out in Article 147-ter, paragraph 4 and Article 148, paragraph 3 of the TUF, and in the Code, are satisfied.

Following these assessments, it transpired that all of the requirements set out therein were satisfied with reference to Angelo Miglietta, Renata Maria Ricotti, Emanuela Prandelli, Angela Sanarico and Lorenza Morandini.

As already stated at the time of appointment, Director Chiara Mauri has been a director of the Company for more than nine of the last twelve years; nevertheless, in view of the autonomy of judgement she has constantly demonstrated and of her professional qualities, the Board of Directors has recognised the Director as an Independent Director.

During the Financial Year, the Independent Directors met once without the other directors.

LEAD INDEPENDENT DIRECTOR

Esprinet did not appoint a Lead Independent Director as the requirements set forth in the Corporate Governance Code were not met.

5. MANAGEMENT OF CORPORATE INFORMATION

In order to monitor the correct circulation of privileged information before it is disseminated to the public and ensure respect for the confidentiality obligations set forth by law, in 2006, the Board adopted a (i) regulation for the management of privileged information and establishment of the lists of people who have access to it and (ii) an internal dealing procedure. The documentation is updated in line with the regulatory provisions in force and the European provisions governing market abuse (EU Regulation No. 596/2014).

The internal regulation for the handling of confidential information governs the internal management and the external disclosure of significant information particularly with regard to confidential information about the Company and its subsidiaries, in particular:

- it defines the confidentiality duties imposed on all persons who have access to such information, stipulating, *inter alia*, that information may only be disclosed by reason of their working or professional activities;
- it establishes, pursuant to the regulations in force, the list of individuals who have access to inside information and procedures for keeping and updating the list, identifying as the person responsible the Head of the Corporate Affairs Department of the company, Angela Azzolina and, in the capacity of her substitute, the CEO.

The internal dealing procedure instead governs the information flows to the company, CONSOB and the public in relation to transactions involving the shares issued by the company or other financial instruments related to them, carried out by so-called "relevant parties" (*inter alia*, directors, standing auditors, individuals that perform management functions, executives who, albeit not holding a role in corporate bodies, have regular access to inside information) and by so-called "significant shareholders" (defined in accordance with Article 3 of the Issuers' Regulations).

The full texts of the documentation can be consulted on the company's website, in the Governance - *Internal Control System section* and the Internal Dealing section.

6. COMMITTEES WITHIN THE BOARD OF DIRECTORS

In the year 2000, the Board set up the Internal Control Committee (now the Control and Risk Committee), the Appointments Committee and the Remuneration and Stock Options Committee.

As part of the process of continually reviewing and updating the corporate governance system, on 26 April 2006, the Board of Directors combined the Appointments Committee and the Remuneration and Stock Options Committee into the Appointments and Remuneration Committee. Please refer to sections 7.2 and 9.2. for details on the composition and functioning of the aforementioned committees.

Lastly, the Company assigned the Competitiveness and Sustainability Committee with the task of supporting the Board with investigations, making proposals and providing advice, in relation to creating lasting competitive advantages and the preliminary conditions for long-term value creation for the various categories of stakeholders in the Company and its subsidiaries.

7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - APPOINTMENTS COMMITTEE

7.1 SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS

On a quarterly basis and, nonetheless, in view of its renewal, the Board conducts an assessment of the size, composition and practical functioning of the Board of Directors and its committees, also considering the role that the Board of Directors has played in defining the strategies and monitoring the operating performance and the adequacy of the internal control and risk management system.

Taking account of the outcomes of said assessment, the Board expresses its position to shareholders, before its renewal, on the optimal quantitative and qualitative composition.

The Chair of the Board of Directors, with the help of the secretary, ensures the adequacy and transparency of the self-assessment process.

The self-assessment (the latest self-assessment was carried out on 14 February 2024) is conducted by preparing questionnaires that are then submitted to and completed by members of the Board of Directors. The Company activated an online survey in which Directors anonymously completed a questionnaire containing 33 assessment items and the associated scoring scale. These questionnaires were then analysed to obtain an average rating.

The Board then discussed the results. The overall assessment remains positive.

In the light of the results obtained, the Board considered its size and composition, its functioning, its relations with other bodies and the composition and functioning of the Committees to be adequate.

7.2 APPOINTMENTS AND REMUNERATION COMMITTEE

The Appointments and Remuneration Committee has an advisory function and makes proposals to the Board of Directors. The committee is currently composed of three independent directors: Angelo Miglietta (Chair), Renata Maria Ricotti and Emanuela Prandelli.

Members of the Committee have proven knowledge and experience in financial matters, a skill-set that was verified by the Board at the time of their appointment.

The rules governing the composition, main duties and functioning of the Committee are fixed by its Regulation, which also stipulates that the Committee has the following duties:

- (i) supporting the Board with the following activities:
 - a) self-assessment of the Board and its committees;
 - b) definition of the optimal composition of the Board and its committees;
 - c) identification of the candidates for the office of director in the event of co-opting;
 - d) presentation, if applicable, of a list by the outgoing administrative body to be carried out according to the methods that ensure its formation and transparent presentation;
 - e) preparation, updating and implementation of any succession plan of the Chief Executive Officer and the other executive directors;
- (ii) supporting the Board with drawing up the remuneration plan;
- (iii) presenting proposals or expressing opinions on the remuneration of executive directors and other directors who hold particular positions as well as on the setting of performance objectives related to the variable component of said remuneration; it remains understood that no directors shall take part in meetings of the Committee in which proposals are formulated to the Board regarding their remuneration;
- (iv) monitoring the practical application of the remuneration policy and verifying, in particular, the effective attainment of the performance objectives;
- (v) periodically evaluating the adequacy and overall consistency of the Remuneration Policy for the directors and the top management.

With reference to the companies forming part of the Group: (i) formulating an opinion to the Board of the parent company on the candidates for the office of director, including therein the chief executive officer, or the general manager in cases in which no provision is made for the presence of one or more chief executive officers; (ii) formulating an opinion to the Board of the parent company on the proposals for the determination of the total compensation due to the boards of directors of parent company's subsidiaries.

With reference to remuneration plans based on financial instruments or otherwise (e.g. stock option plans, share grants, phantom stock options, etc.), the Committee presents to the Board its recommendations about the use of such plans and about all relevant technical aspects associated with their formulation and application. In particular the Committee draws up proposals for the Board about the incentive scheme deemed most appropriate and monitors the evolution and application over time of the plans approved by the corporate bodies.

The Committee meets as often as necessary to ensure that its own tasks are carried out correctly and shall be convened at the company's registered office (or at another place specified by the Chair) at the initiative of the Chair or following a written request from any of its members, and in any case, always prior to the meeting of the Board called to decide upon the remuneration of directors vested with particular duties and/or the senior managers of the Company. The Committee may have access to the information and company departments necessary to carry out its tasks and may make use of external consultants at the company's expense, within the limits of the budget approved by the Board.

Committee meetings are led by the Chair, or if he is absent or unavailable, by the member who has been in office the longest. The Chair may occasionally invite other members of the Board to Committee meetings, or invite persons whose presence may be useful for the correct running of the Committee. The Board of Statutory Auditors also takes part in the meetings.

For Committee meetings to be validly held, a majority of active members must be present.

The Committee takes decisions by an absolute majority of those present.

Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings.

The activities carried out during the year were as follows:

- annual verification that the remuneration policy for directors and top management is correctly applied;
- verification of the achievement of objectives for the purpose of the recognition of: i) the deferred portion of the annual variable remuneration for the financial year 2021, and ii) the variable remuneration for the financial year 2022 in favour of the Chief Executive Officer and the General Manager;
- evaluation of the adequacy and overall consistency of the Remuneration Policy of the Directors and the Chief Executive Officer.
- review and approval of the Report on the Remuneration Policy and on the remuneration paid pursuant to Article 123-ter of the Consolidated Law on Finance (TUF);
- Annual Report of the Appointments and Remuneration Committee;
- determination of the short-term bonus, and the related performance targets, in favour of the Chief Executive Officer and the General Manager;
- proposal to appoint Mr. Cattani as Chief Strategic Officer and determination of the relative emolument for the position of Chief Executive Officer.

With reference to companies that belong to the Group:

- review of the proposal to appoint the candidates for the office of directors of the Italian and foreign subsidiaries and the proposal for determining the related remuneration;
- examination of the salary proposals and the revisions of the remuneration of the Boards of Directors of the Italian and foreign subsidiaries.

The Chair, or in his absence a member of the committee designated by him, reported to the Board the resolutions adopted by the Committee.

The average length of the meetings was around 30 minutes.

There are 6 meetings scheduled for the current year, of which 3 have already been held as of the date of this Report.

In carrying out its duties, the Committee has been able to access the company information and departments necessary and to call on support from external consultants, within the limits set by the Board.

The Board of Directors approved, for the Committee on 7 April 2021, an annual expenditure budget for the entire duration of the mandate of €50,000.

8. DIRECTORS' REMUNERATION - REMUNERATION COMMITTEE

8.1 DIRECTORS' REMUNERATION

Detailed information about the remuneration of executive directors is contained in the Report on the Remuneration Policy and Compensation Paid published pursuant to Article 123-ter of the TUF, to which reference can be made for information regarding:

- remuneration policy;
- remuneration of executive directors and of top management;
- share-based remuneration plans;
- remuneration of non-executive directors;
- vesting and payout of remuneration;
- compensation for directors in the event of resignation or dismissal or if the relationship is terminated as a consequence of a Takeover Bid (Article 123-bis, paragraph 1 of the TUF).

Section Two of the Report on the remuneration policy and compensation paid will be subject to a non-binding resolution by the Shareholders' Meeting called to approve the Company's financial statements for the year ended 31 December 2022.

8.2 REMUNERATION COMMITTEE

Please refer to section 7.2 of this Report.

9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM - CONTROL AND RISK COMMITTEE

The Internal Control and Risk Management System is an essential component of the Group's corporate governance system.

It is defined as the set of rules, behaviours, policies, procedures and organisational structures aimed at enabling the identification, measurement, management and monitoring of the main risks contributing to ensuring the protection of the company's assets, efficiency and the effectiveness of Company processes, the reliability of financial information, compliance with laws and regulations, as well as with the Articles of Association and internal procedures, and also contributing to the sustainable success of the Issuer.

This system is incorporated into the organisational, administrative and corporate governance structures adopted by the Group and takes into due consideration the reference models and the best practices existing at the national and international levels. The degree to which the system is integrated, more specifically, is measured by the degree of homogeneity, interdependence and integration of its various players and members.

The Company combines the control activities and procedures which are compulsory as a result of legislative interventions or interventions on the part of supervisory authorities with those adopted through management policy choices, where necessary expanding their scope of application where deemed necessary.

Therefore, in the integrated system, an important role is offered by organisation and control systems developed in accordance with the provisions of Italian Legislative Decree No. 231/01 (administrative liability of bodies), including the control system in relation to occupational health and safety pursuant to Italian Legislative Decree No. 81/08, and environmental protection pursuant to Italian Legislative Decree 152/2006 (T.U. Ambiente), of Law 262/05 on the protection of savings (introduction of the role of Financial Reporting Officer), of the law on privacy (introduction of the figure of Data Protection Officer), as well as in relation to established organisational models for control in specific areas such as "quality".

By pursuing the goal of an effective and cost-efficient ICRMS as a whole, a procedure is required which enables risks to be identified and assessed as well as a synergistic and integrated approach to the design of controls in the various areas of application within the Company.

The ICRMS minimises the impact of these risks on the Company's activities and provides reasonable (albeit not absolute) reassurance that the Company and the Group as a whole is not hampered, in the achievement of its operational goals or in the orderly and lawful conduct of its business, by circumstances or factors which may be reasonably foreseen, while recognising that no control process can provide absolute protection from the risks inherent in business activities or from the possibility that fraudulent breaches of laws and regulations or Company procedures, human errors or extraordinary events may cause harm.

The ICRMS, defined on the basis of the national and international best practices, is structured into the following three levels of control:

- level 1: the operative functions identify and evaluate the risks and define specific actions to manage them;
- level 2: the functions responsible for risk control define the methodologies and tools to manage risks and carry out risk monitoring activities;
- level 3: the Internal Audit department provides independent judgements on the entire ICRMS.

The table below provides a summary overview of the ICRMS players, identifying their role and the main functions performed by them respectively, each one for matters within their competence:

| Body | Role in the internal control and risk management system | | | | |
|---|---|-------------|---------------|--------------------------------------|-------------------------|
| | Evaluation | Supervision | System design | System implementation and management | Performance of controls |
| Board of Directors | √ | | √ | √ | |
| Board of Statutory Auditors | √ | | | | |
| Supervisory Board pursuant to Italian Legislative Decree 231/01 | √ | | √ | √ | √ |
| Control and Risk Committee | √ | | | | |
| Chief Executive Officer | | √ | √ | √ | |
| Head of Internal Audit | | √ | | | |
| Risk Manager | √ | √ | | √ | |
| Risk Committee | | √ | | | |
| Financial Reporting Officer pursuant to Law 262/05 | √ | | | √ | √ |
| Head of the Prevention and Protection Service | √ | | | √ | √ |
| Data Protection Officer | | √ | | √ | √ |
| <i>Internal Audit</i> - Level 3 | | | | | √ |
| Operations Managers (General Manager/Management) - Level 1 | | | | | √ |

Starting in 2009, the Group adopted an operational and organisational model for risk management and monitoring of adequacy over time (so-called “ERM-Enterprise Risk Management”) inspired by the methodology of the Committee of Sponsoring Organisations of the Treadway Commission (so-called “CoSO”), which makes it possible to identify and manage risks in a uniform manner within Group companies. This is based on a methodological framework aimed at creating an effective risk management system capable of involving, at different levels, the actors in the internal control system who are assigned different roles of responsibility for control activities.

The identification, assessment, management and monitoring system of the company’s main risks is based on a process, which involves the performance of the following tasks, at least annually:

- mapping and assessment of the main business risks (“risk assessment” and “risk scoring”);
- identification of “risk management” priorities;
- identification of a “risk strategy” (acceptance, optimisation, improvement or monitoring of control measures) for each risk mapped and its incorporation into operational action plans.

The final aim of the process described is to identify potential events that may affect the business activity and to keep the level of risk within the acceptable threshold defined by the administrative body in order to achieve the business objectives.

During 2023 the operational action plan, including an audit plan and a plan of measures aiming at strengthening the controls of priority risks, was effectively carried out. New procedures have been developed or existing procedures revised and new management methods have been introduced, supported by developments in the information system. At the end of the year, there were no significant changes in risk exposure compared with the previous year.

The detailed list of the main risks to which the Group is exposed is contained in the Directors’ report on operations in the annual financial report.

The Board of Directors, in its capacity as strategic supervision body, is ultimately responsible for the ICRMS, and periodically evaluates its adequacy and efficiency, also promoting a culture at all levels of the company which enhances the control function. In particular, the Board of Directors, with the support of the Control and Risk Committee (“CRC”):

- defines the guidelines in order to ensure that the main risks are correctly identified and appropriately measured, managed and monitored and, in the final analysis, checks that the risks assumed are compatible with the company objectives set;
- periodically assesses, at least once a year, the adequacy and effectiveness of the ICRMS having regard to the characteristics of the company and to the risk profile assumed;
- approves, at least once a year, the work plan prepared by the Head of Internal Audit, having consulted with the Board of Statutory Auditors and the Chief Executive Officer (CEO);
- describes, in the corporate governance report, the essential components of the ICRMS and expresses its opinion on the adequacy of the latter;
- issues the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/01;
- assesses, having consulted the Board of Statutory Auditors, the results described by the independent auditors or by the independent audit firm in the letter of suggestions and in the report on fundamental issues emerging during auditing.

9.1 CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (“CEO”) is responsible for establishing, maintaining and implementing the guidelines of the ICRMS with the support of the Control and Risk Committee and ensuring that all the actions necessary to implement the system are adopted. In particular, the CEO carries out the following tasks:

- identifies and dynamically manages the main risks faced by the Company, taking into account the activities carried out within the Group and submitting these periodically to the Board of Directors for evaluation;
- implements the ICRMS guidelines defined by the Board of Directors and oversees the design, implementation and management of the ICRMS, while constantly checking its suitability and effectiveness as well as ensuring the alignment with the trend in operating conditions and applicable legislative and regulatory provisions;
- can ask the Internal Audit department to carry out checks on specific operational areas and on compliance with internal rules and procedures in the performance of company operations, and reports at the same time to the Chair of the Board of Directors, the Chair of the Control and Risk Committee and the Chair of the Board of Statutory Auditors;
- reports in a timely manner to the Control and Risk Committee about problems and critical issues which come to light in the performance of its activity or which it has learned about, so that the Control and Risk Committee can take the appropriate actions;
- proposes to the Board of Directors, having consulted the Control and Risk Committee, the appointment, dismissal and remuneration of the Head of Internal Audit.

9.2 CONTROL AND RISK COMMITTEE

The Board of Directors has set up a Control and Risk Committee with responsibility for assisting the Board in carrying out its own internal control and risk management duties.

COMPOSITION AND FUNCTIONING OF THE CONTROL AND RISK COMMITTEE

At the Report Date, the Control and Risk Committee is composed of 3 non-executive and independent Directors. All members of the Committee have the knowledge and experience in financial matters and risk management that the Board deemed appropriate at the time of appointment.

Table No. 3 attached to the Report provides details of the composition of the committee; it should also be noted that, from the Year-End Date, there were no changes to the composition of the committee.

The Committee meets as often as necessary to ensure that its own tasks are carried out correctly and shall be convened at the company’s registered office (or at another place specified by the Chair) at the initiative of the Chair or following a written request from even just one of its members.

Committee meetings are led by the Chair, or if he is absent or unavailable, by the member who has been in office the longest. For Committee meetings to be validly held, a majority of active members must be present. The Committee takes decisions by an absolute majority of those present. Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings. The members of the Board of Statutory Auditors must be invited to the meetings of the Committee, so that they can participate if they see fit.

The Chair can, when necessary, invite other members of the Board to the meetings of the Committee, i.e. persons whose presence may be helpful in ensuring a better performance of the Committee’s duties (i.e. Head of Internal Audit, Chief Executive Officer, Risk Manager and Company advisors).

The Control and Risk Committee met 4 times during 2023. The average length of the meetings was around 55 minutes.

FUNCTIONS ATTRIBUTED TO THE CONTROL AND RISK COMMITTEE

The Committee is responsible for assisting the Board with investigations, makes proposals and provides advice, so that the main risks faced by the company and its subsidiaries are correctly identified as well as adequately measured, managed and monitored, also determining the degree of compatibility of said risks with company management that is consistent with the strategic targets identified, in order to contribute to the sustainable success of the company.

In this context, the Committee is tasked in particular with the following duties:

- supporting the Board in the carrying-out of the tasks assigned to it regarding internal control and risk management by the Corporate Governance Code of Listed Companies relating to:
 - (i) the definition of the guidelines for the Internal Control and Risk Management System in accordance with the company's strategies;
 - (ii) the assessment that the main business risks are adequately identified and managed;
 - (iii) the appointment and removal of the Head of "*Internal Audit*", ensuring that he/she has sufficient resources to carry out his/her duties, and on those relating to remuneration, consistently with company policies;
 - (iv) the approval, at least once a year, of the work plan prepared by the Head of "*Internal Audit*", having consulted the Board of Statutory Auditors and the CEO;
 - (v) assessment of the opportunity to adopt measures to ensure the effectiveness and impartiality of judgment of the other corporate functions involved in the controls (such as the risk management, legal risk oversight and compliance functions);
 - (vi) attribution to the Supervisory Board of the supervisory functions pursuant to Article 6, paragraph 1, letter b) of Italian Legislative Decree No. 231/2001;
 - (vii) the assessment, having consulted the Board of Statutory Auditors, of the results described by the external auditor in any letter of suggestions and in the report on the fundamental issues that emerged during the external audit;
 - (viii) the description, in the Corporate Governance Report, of the main features of the Internal Control and Risk Management System by evaluating its adequacy;
- assessing, having consulted the Financial Reporting Officer, the external auditor and the Board of Statutory Auditors, the correct use of the accounting standards and their consistency for the purposes of preparing the consolidated financial statements;
- assessing the suitability of periodic financial and non-financial information in correctly representing the *business* model, the Company's strategies, the impact of its activities and the *performance* achieved;
- examining the contents of periodic, non-financial information relevant for the purposes of the Internal Control and Risk Management System;
- expressing opinions on specific aspects concerning the identification of the main business risks and supporting the assessments and the decisions of the Board relating to the management of risks deriving from prejudicial events which the latter has gained knowledge of;
- reviewing the periodic reports on the assessment of the Internal Control and Risk Management System and those of particular importance prepared by the "*internal audit*" department;
- monitoring the independence, adequacy, effectiveness and efficiency of the "*internal audit*" department;
- asking the "*internal audit*" department to carry out checks in specific operational areas and reporting, at the same time, to the Chair of the Board of Statutory Auditors;
- performing any additional duties that are assigned to it by the Board;
- reporting to the Board of Directors, at least upon the approval of the annual and half-yearly financial report, on the activities conducted and the adequacy of the Internal Control and Risk Management System with respect to the characteristics of the business and the risk profile assumed, as well as on its effectiveness;
- assessing the findings that come to light from the Supervisory Board's reports pursuant to Legislative Decree No. 231/2001 and from the surveys and examinations carried out by third parties.

In its role as Related Party Transactions Committee, the Committee:

- (i) expresses opinions to the Board of Directors on the rules of transparency and substantive and procedural correctness of transactions with third parties and those where a director has an interest either on his own behalf or on behalf of third parties;
- (ii) carries out the tasks attributed to the Committee pursuant to the CONSOB regulation containing provisions governing related-party transactions adopted by means of resolution No. 17221 of 12 March 2010 and subsequently amended by means of resolution No. 17389 of 23 June 2010, No. 19925 of 22 March 2017 and No. 19974 of 27 April 2017, No. 21396 of 10 June 2020 and No. 21624 of 10 December 2020.

The activity carried out during the year by the Committee mainly focused on monitoring the entire Internal Control and Risk Management System and verifying subsequent adjustments.

In particular, the Committee, *inter alia*:

- reviewed and approved the report for the second half of 2022, verifying the adequacy of the Internal Control and Risk Management System;
- examined and approved the Work Plan for 2023 of the Head of Internal Audit;
- verified the controls carried out pursuant to the current Audit procedures and the progress made in their implementation, with particular reference to the development of the Performance Compliance Model;
- reviewed and approved the report for the first half of 2023, verifying the adequacy of the Internal Control and Risk Management System;
- periodically acknowledged the information received from the Head of Internal Audit and the Risk Manager about the activities carried out during the period;
- reviewed the results of the statutory audit of the accounts;
- reviewed the audit plan for the financial statements for the year ended 31 December 2023 submitted by the independent auditing firm PwC S.p.A.;
- assessed, having consulted the Financial Reporting Officer, the external auditor and the Board of Statutory Auditors, the correct use of the accounting standards and their consistency for the purposes of preparing the Consolidated Financial Statements;
- assessed the suitability of periodic financial and non-financial information in correctly representing the business model, the company's strategies, the impact of its activities and the performance achieved;
- examined the content of periodic non-financial information;
- in its role as committee of independent directors for related party transactions, it acknowledged the disclosure for the period on related party transactions.

In carrying out its duties, the Committee was able to access the company information and departments necessary and to call on support from external consultants, within the limits set by the Board.

On 7 April 2021, the Board of Directors approved for the Committee an annual budget of €50,000 for the duration of the mandate.

9.3 HEAD OF INTERNAL AUDIT

Following the appointment of the new Board of Directors in 2021, Giuseppe Monina was confirmed as Head of Internal Audit, appointed in 2018 on the proposal of the Director responsible for the Internal Control and Risk Management System, after gaining the favourable opinion of the Control and Risk Committee and having consulted the Board of Statutory Auditors.

The Head of Internal Audit, who is not responsible for any operational area and reports hierarchically to the Board of Directors, has the following responsibilities:

- checks, both on an ongoing basis and in relation to specific requirements and in line with international standards, that the ICRMS is operational and suitable, using an Audit Plan approved by the Board of Directors and based on a structured process of analysis and prioritisation of the main risks;
- prepares periodic reports containing appropriate information about his activities, the ways in which risk management is conducted and observance of the plans defined to contain such risks; these reports contain an assessment of the suitability of the internal control and risk management system;
- prepares timely reports about events of particular importance;
- sends the reports referred to in points b) and c) to the Chairmen of the Board of Statutory Auditors, the Control and Risk Committee and the Board, as well as to the Chief Executive Officer;
- checks, in the context of the Audit Plan approved by the Board of Directors, the reliability of the information systems, including the accounting and reporting systems.

As part of his duties and responsibilities, the Head of Internal Audit has direct access to all the necessary information for fulfilling his engagement. In particular, the Head of Internal Audit operates via an organised structure dedicated to Internal Audit which also supports the Chief Executive Officer in carrying out checks on specific operational areas and on compliance with internal procedures and rules during management operations.

As part of the control activities to be carried out under the supervision of the manager, the Internal Audit department prepares an annual plan of checks (“Audit Plan”) to be examined by the Control and Risk Committee and, at least once every six months, a report to be submitted to the Board of Directors, to the Control and Risk Committee and the Board of Statutory Auditors.

Each year, the Head of Internal Audit submits a spending budget for the current year to the Board for the performance of his duties. The Board of Directors, on the proposal of the ICRMS Director and with the prior favourable opinion of the Control and Risk Committee and the Board of Statutory Auditors, defined the remuneration of the Head of Internal Audit, which, in line with Company policies, is paid as part of his salaried employee compensation.

During the financial year, the Head of Internal Audit had direct access to all relevant information for the performance of his duties and reported on his work to the Control and Risk Committee, the Board of Statutory Auditors and the Director responsible for the Internal Control and Risk Management System.

The main responsibility of the Internal Audit department is to assist the Head of Internal Audit in verifying the validity of the Internal Control and Risk Management System by analysing and assessing its effectiveness and correct operation.

The Internal Audit department also supports the ICRMS Director in identifying, noting and assessing the main risks faced by the Company. In particular, in this area of activity, the Internal Audit department constantly supports the heads of operational units in providing methodological support to the process of identifying and assessing the risks that fall under their respective areas of responsibility and which may potentially harm the achievement of their goals.

The Internal Audit department carries out specific scheduled control activities to check the correct application of the rules and procedures of the Internal Control System with the aim of identifying any shortcomings and improvements to be made to internal control and risk management processes. It checks, in particular, that the rules and procedures constituting the terms of reference of the control processes are being observed and that the persons involved act in accordance with the predetermined goals.

The Internal Audit department, under the guidance of the Head of Internal Audit, manages the audit planning process and prepares an annual plan of controls for submission to the Head of Internal Audit, the Control and Risk Committee and, at least every six months, a report for the ICRMS Director, the Control and Risk Committee and the Board of Statutory Auditors.

On the instruction of the Financial Reporting Officer, to whom it is functionally accountable with respect to this kind of activity, the Internal Audit department can carry out checks on the system of management/accounting control provided for in Law 262/05.

Furthermore, on the instruction of the Supervisory Board, the Internal Audit department may carry out checks on the system of controls provided for in the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/01.

9.4 ORGANISATIONAL MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 231/2001

The Issuer and its Italian subsidiaries have a Code of Ethics, a Code of Conduct for Responsible Supply Chain Management; Esprinet and its Italian subsidiary V-Valley S.r.l. and Dacom S.p.A. have adopted the Organisational, Management and Control Model pursuant to Italian Legislative Decree No. 231/01.

The subsidiaries Esprinet Iberica S.L.U., V-Valley Iberian Advanced Solutions S.A. and Esprinet Portugal Lda have adopted the Group Code of Ethics and have an organisational model that complies with local legislation on the administrative liability of companies.

Model 231, periodically updated by the Company also in the light of legislative changes, is composed of: (i) a general part, relating to topics concerning, inter alia, the validity and application of Italian Legislative Decree 231/2001, the composition and functioning of the Supervisory Board, as well as the code of sanctions to be applied in the event of violations of the rules of conduct of Model 231 and (ii) special parts, containing the general principles of conduct and the control protocols for each of the cases of alleged offences considered relevant for the Company.

The Code of Ethics outlines the principles of conduct that Group directors, statutory auditors, executives and employees and, in general, all those who operate in Italy and abroad on behalf of or in favour of the Group, or that have business relations with the Group itself, are required to observe, each in relation to their functions and responsibilities.

In order to verify that the instructions contained in the Model are being implemented and to verify how effective they are, on 19 April 2021, the Board of Directors also saw fit to confirm Mario Anaclerio (Chair) and Giuseppe Monina and Angela Azzolina as members of the Supervisory and Control Body. The term of office of the Supervisory Board is three years, and runs concurrently with that of the Board of Directors.

The duties of the Supervisory Board are to supervise:

- compliance with the stipulations of the Model, in relation to the various kinds of offences covered by Legislative Decree No. 231/01 and by subsequent laws that have extended the scope of application of that decree;
- the effectiveness of the Model with respect to the company structure and to its actual ability to prevent offences from being committed;
- the advisability of updating the Model, where there is a need to adapt the latter to changes in the Company's circumstances and/or legislative changes.

In order to carry out its functions, the Board of Directors grants the Supervisory Board the following powers:

- to check the efficiency and effectiveness of the Model, including in terms of conformity between the actual operational arrangements adopted and the procedures formally specified by the Model;
- to check that the requirements of effectiveness and efficiency of the Model continue to be fulfilled over the course of time;
- to encourage the updating of the Model, by putting forward proposals to the Chair of the Board of Directors, where necessary, with respect to possible updates and alterations to be made in the form of amendments and/or additions which become necessary as a result of significant breaches of the provisions of the Model, significant changes in the organisational structure of the Company and/or in the ways in which the Company's activities are carried out or legislative changes;
- to report promptly to the Chair of the Board of Directors any established breaches of the Model which may cause liability to arise for the Company, so that appropriate action can be taken;
- to promote initiatives for the distribution of the Model and for staff training and raising staff awareness about compliance with the principles contained in the Model;
- to promote communication and training initiatives with respect to the content of Italian Legislative Decree No. 231/01, the effect of the legislation on the Company's activities and behavioural standards;
- to provide clarifications about the meaning and application of the provisions contained in the Model;
- to provide an effective channel of internal communication for the transmission of significant information within the meaning of Italian Legislative Decree No. 231/01, while guaranteeing the protection and confidentiality of the reporting person;
- to devise and submit for the approval of the Board of Directors an estimate of the expenditure necessary to carry out correctly the tasks assigned;
- to gain unrestricted access, in compliance with current laws, to any Company Division in order to request information, documentation and data deemed necessary to carry out the duties provided for in Italian Legislative Decree No. 231/01;
- to request significant information from partners, advisors and external partners, regardless of what they are called;
- to promote the initiation of any disciplinary proceedings resulting from identified breaches of this Model.

The Supervisory Board prepares an annual plan of the activities that it intends to carry out, including the schedule of checks on the operating protocols adopted, which is forwarded to the Board of Directors for information.

The Supervisory Board continually notifies the results of its activities to the Chair of the Board of Directors and to the Chief Executive Officer.

In addition, every six months, the Supervisory Board prepares an activity report and provides the Board of Directors and the Board of Statutory Auditors with a detailed description of the activities performed.

If invited, the Chair of the Supervisory Board or, if he is unable, another member of the Supervisory Board designated by the latter, may take part in meetings of the Board of Statutory Auditors and of the Company's Control and Risk Committee.

In 2023, the Supervisory Board met 14 times and periodically reported to the Board of Directors and the Board of Statutory Auditors, identifying any necessary procedures to be implemented but without recording negative issues concerning the structure or the application of the Model.

The Supervisory Board submits annually to the Board of Directors a request for an independent expenditure budget consistent with the activities planned.

9.5 INDEPENDENT AUDITORS

The task of auditing the Company's accounts is assigned to the firm PricewaterhouseCoopers S.p.A.

Based on the reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting of 8 May 2019 conferred a mandate on that firm for a period of nine years in accordance with current laws.

9.6 FINANCIAL REPORTING OFFICER AND OTHER ROLES AND CORPORATE FUNCTIONS

On 12 September 2023, the Board of Directors appointed, until dismissal, the Group Administrative Director Stefano Mattioli as the Financial Reporting Officer in accordance with Article 18-*bis* of the Articles of Association, appointed with the consent of the Board of Statutory Auditors.

As a result of the provisions of Law 262/05, the Financial Reporting Officer is responsible for the administrative-accounting control system.

In particular, the Financial Reporting Officer must:

- certify with a written declaration that the deeds and communications of the Company disclosed to the market and relating to accounting information, including interim reports, correspond to documentary results, books and accounting records;
- set up adequate administrative and accounting procedures for the preparation of the separate and consolidated financial statements, or suggest amendments to existing ones, as well as any other financial communication;
- certify, jointly with the Chief Executive Officer, with the appropriate report attached to the separate financial statements, the half-yearly financial report and the consolidated financial statements: (i) the adequacy, in relation to the characteristics of the company, and the effective application of the administrative-accounting procedures, during the reference period; (ii) the consistency of the documents, to which the certification refers, with the book results and accounting records and their suitability to provide a true and fair view of the equity and financial position of the Company, and of the Group of companies included in the scope of consolidation.

The audit activities promoted by the Financial Reporting Officer consist of the analysis of the internal flows relevant for accounting purposes, the correct functioning of the administrative-accounting control system, the examination and validation of the company procedures that have an impact on the financial statements, on the consolidated financial statements and on the documents subject to certification as well as on the assessment, through adequate technical support, of the role of the company information systems in ensuring the adequacy of procedures and controls.

The Financial Reporting Officer was granted the necessary powers and resources to carry out his duties.

The Financial Reporting Officer has the following powers:

- direct access to all information required to process accounting data without any need for authorisation, both within the Company and within the Group companies;
- participation in internal flows of relevance for accounting purposes;
- supervision of existing company procedures and authorisation of new procedures if they impact on the financial statements, the consolidated statements or documents subject to certification;
- assessment, with adequate technical support, of the role of company information systems in assuring adequacy of procedures and controls.

For the purposes of traceability and transparency, the Financial Reporting Officer determines the most appropriate means of archiving documents with an impact on disclosure of accounting documents of the Company.

As regards resources, the Financial Reporting Officer has the authority to:

- organise his activities, using an appropriate, dedicated organisational structure (by number and level of resources) and any additional internal or external personnel to be selected as required;
- have a dedicated budget;
- make use of other organisational units of the Company, other than those under his direct control, to carry out his duties according to methods to be agreed with the same;
- utilise information provided by control bodies to execute specific controls.

The Financial Reporting Officer reports to the Board of Directors on the status of the internal control system, “over financial reporting”, at the time of approval of the financial statements and the half-yearly financial report.

The Financial Reporting Officer annually submits to the Board a specific budget deemed instrumental for the effective fulfilment of his obligations to ensure the proper functioning of “Model 262”.

The Financial Reporting Officer periodically informed the Board about how and when this budget will be used.

OTHER PLAYERS IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Head of the Prevention and Protection Service, as required by Italian Legislative Decree 81/2008, is responsible for:

- identification of risk factors; risk assessment and identification of workplace safety and health measures in compliance with current regulations on the basis of specific knowledge of the company organisation;
- development, to the extent of its competence, of preventive and protective measures and control systems applied to these measures;
- development of processes, procedures, criteria and methods to obtain the best possible risk management for the various business activities;
- formulation of proposals for employee information and training programmes;
- participation in consultations on the protection of health and safety in the workplace, as well as the periodic meeting pursuant to Article 35 of Italian Legislative Decree 81/2008.

The Data Protection Officer is responsible for carrying out the following tasks and functions with full autonomy and independence:

- advising and providing advice to companies in the Esprinet Group and to employees who process personal data with regard to the obligations arising from the GDPR Regulation and other national or European Union data protection provisions;
- monitoring compliance with the GDPR Regulation, other national or European Union data protection provisions, as well as the policies adopted by Esprinet Group companies regarding the protection of personal data, including the allocation of responsibilities, raising awareness and the training of staff involved in data processing and related control activities;
- giving an opinion on any impact assessments that may be prepared and overseeing their development pursuant to Article 35 of the GDPR Regulation;
- cooperating with the Italian Data Protection Authority;
- acting as a point of contact for the Data Protection Authority in respect of processing issues, including prior consultation as referred to in Article 36, and, where appropriate, consulting on any other matter;
- keeping a record of processing activities under the responsibility of the data controller and in accordance with the instructions given.

The Data Protection Officer is responsible for all data processing by Esprinet Group companies.

9.7 COORDINATION BETWEEN INDIVIDUALS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The guidelines for the Internal Control and Risk Management System adopted by the Company on 24 September 2009 and most recently updated on 12 November 2020, specify how the various individuals involved in the Internal Control System coordinate their activities.

10. DIRECTORS' INTERESTS AND RELATED-PARTY TRANSACTIONS

In compliance with the provisions of CONSOB Regulation No. 17221 of 12 March 2010, on 26 November 2010, the Board adopted the procedure designed to regulate the management and approval of transactions between Esprinet and its related parties, including therein transactions involving interests of Directors and Statutory Auditors, with the aim of ensuring that the necessary standards of transparency and substantive and procedural correctness are observed. The procedure can be consulted on the Issuer's website (www.esprinet.com – Governance – Internal Control System section).

The procedure therefore provides a definition of the above transactions and identifies, according to the type, nature and characteristics, the respective decision-making responsibilities and the related authorisation process. It attaches to the existing structure of delegations and decision-making powers within Esprinet and does not affect operations for which board approval is required by the Articles of Association or by law.

The procedure was approved with the favourable opinion of a specially formed committee comprising exclusively independent Directors meeting the independence requirements laid down in Article 148, paragraph 3 of the TUF and in Article 3 of the Code. The procedure was updated on 30 June 2021.

The Related Party Transactions Committee currently in office, established within the Control and Risk Committee, was appointed on 7 April 2021. During the financial year, at the request of its Chair, the committee met once on 7 March 2022. The meeting lasted about 45 minutes. [Table No. 3](#) attached to the Report provides details of the composition of the committee; it should also be noted that, from the Year-End Date, there were no changes to the composition of the committee.

In addition to the Procedure on Related Party Transactions described above and without prejudice to the provisions of Articles 2343-*bis*, 2358, 2373, 2391 as well as Articles 2497 to 2497-*septies* of the Italian Civil Code, the Board of Directors has made provision, in its regulation, for suitable operational solutions according to which the Directors and Statutory Auditors are required to inform the Chair of the Board of Directors and the Board of Statutory Auditors of any interests they hold, on their own behalf or on behalf of third parties, in relation to the items or matters to be addressed, specifying their nature, terms, origin and extent.

11. BOARD OF STATUTORY AUDITORS

11.1 APPOINTMENT AND REPLACEMENT

At the Report Date, the Board of Statutory Auditors is composed of 3 standing members and 2 alternate auditors.

The methods of appointment and replacement of members of the Board of Statutory Auditors, aimed at ensuring minorities are able to appoint a standing auditor and an alternate auditor, also in respect of the provisions in force regarding gender balance, are implemented in accordance with Article 19 of the Articles of Association.

Appointments are made on the basis of lists in which candidates are listed in sequential order. Each list consists of two sections: one reserved for candidates for the office of standing statutory auditor and the other for candidates for the office of alternate statutory auditor. Each list contains a number of candidates not exceeding the number of members to be elected.

The lists that present a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in accordance with the regulations in force at the time concerning gender balance both as regards candidates for the office of standing auditor and the candidates for the office of alternate auditor.

Lists can be submitted only by shareholders who, on the date the lists are submitted, account – alone or together with other shareholders – for at least the same minimum percentage of share capital required by Article 13 of the Articles of Association for the appointment of the Board of Directors, corresponding to one fortieth of the share capital.

Without prejudice to any lower share required by the Articles of Association, pursuant to Article 144-quater of the Issuers' Regulations, CONSOB, by means of management decision No. 92 of 31 January 2024, published the percentage of shares required for submitting lists of candidates for election of management and control bodies and, in the Company's case, a minimum stake of 4.5% in the share capital was required.

Each shareholder, as well as shareholders belonging to the same group – with this meaning the entity exercising control, subsidiaries and companies controlled by the same parent entity, or those affiliated pursuant to Article 2359 of the Italian Civil Code – and shareholders entered, also via subsidiaries, in an agreement under Article 122 of Italian Legislative Decree No. 58/1998 concerning the Company's shares, cannot present, not even via third parties or trustee companies, more than one list. Control exists, also with reference to entities that are not corporations, in the cases envisaged by Article 93 of Legislative Decree No. 58/1998.

The lists, signed by the shareholder or shareholders presenting them (also via delegation of one shareholder) must be lodged at the company's registered HQ at least 25 days before the date fixed for the shareholder meeting on single call or first call (and this will be mentioned in the meeting notice), without prejudice to any shorter deadline established by law.

Each list must be accompanied, within the same twenty-five day period indicated above, by a description of the professional résumé of the individual candidates, as well as the declarations with which individual candidates accept their candidacy and confirm, under their own responsibility, that there are no grounds for ineligibility or disqualification, that they satisfy the conditions set by law for office and in particular that they qualify as independent.

The appropriate certificate issued by a legally authorised intermediary proving ownership, as at the moment when the list is submitted to the Company, of the number of shares required for the submission of lists must be submitted within the time period specified in the rules on the publication of lists by the Company.

Lists submitted that do not observe the above rules are considered not to have been submitted. Outgoing statutory auditors can be re-elected and each candidate may appear on one list only or will otherwise be disqualified. Each eligible party may vote for one list only.

For the election of the Auditors, the procedure is as follows:

- from the list obtaining the highest number of votes, two standing members and one alternate member – based on the sequential order with which they were listed in the corresponding sections of the list – are taken;
- from the list with the second highest number of votes submitted by minority shareholders who are not associated, even indirectly, with those who submitted or voted for the winning list, the other standing member and the other alternate member – based on the sequential order with which they were listed in the corresponding sections of the list – are taken.

In the case of a tie vote between two or more lists, all right-holders present at the shareholders' meeting proceed with a new vote between these lists. The candidates on the list achieving the majority of votes – excluding abstentions from the calculation – are the ones elected.

The Chair of the Board of Statutory Auditors is elected at the Shareholders' Meeting from among the members drawn from the minority list.

In case, even after the fulfilment of the above procedures, the composition of Board of Statutory Auditors does not respect the prescriptions required by the applicable law in order to guarantee the gender balance, the necessary replacements will be made, according to the sequential order in which the candidates are indicated, among the candidates as standing members of the Board of Statutory Auditors of the majority list, in order to respect the gender balance required by the applicable law.

If he/she lacks the requisites required by the regulations or by company Articles of Association, he/she steps down. In the case of replacement of a standing statutory auditor, his/her place is taken, until the next shareholders' meeting, and without prejudice to respect for the gender balance required by the currently applicable law, by the first alternate member belonging to the same list as the statutory auditor who ceases to hold office.

In the case of substitution of the Chair, the presidency is taken over, until the next shareholders' meeting, by the eldest Statutory Auditor who satisfies the conditions set by law, or, in his/her absence, by the first alternate member taken from the list to which the ex-chair belonged.

If the shareholders' meeting has to make appointments of standing and/or alternate statutory auditors and of the Chair as required by law, in order to replenish the Board of Statutory Auditors following substitution, it proceeds according to the following statutory rules:

- if it is necessary to replace the standing and/or alternate statutory auditor taken from the list receiving the second highest number of votes, the candidates for standing statutory auditor and for alternate statutory auditor – not elected – listed in the corresponding sections of the same list are proposed for office and the person elected is the one obtaining the highest number of votes;
- in the absence of names to put forward pursuant to the previous paragraph, and if it is necessary to replace one or more standing and/or alternate statutory auditors and/or the chair taken from the list that obtained the highest number of votes, the provisions of law are applied and the shareholder meeting passes a resolution based on the majority of voters, excluding abstainers from the calculation.

In every case of replacement, the composition of the Board of Statutory Auditors must respect the equality of the genders required by the applicable law.

If just one list is presented, the shareholders' meeting decides on the basis of the majority of voters, with respect of gender equality as required by the applicable law, excluding abstentions from the count, and the presidency pertains to the candidate listed in first place in the section of the list containing the candidates for the office of standing statutory auditor. In the case of replacement of a standing statutory auditor or of the Chair, the alternate statutory auditor and the standing statutory auditor in the sequential order shown in the list in the relevant section take over, with respect of gender equality as required by the applicable law, until the next Shareholders' Meeting.

In the case envisaged in the previous paragraph, if the Shareholders' Meeting were to take steps, as legally required, to appoint standing and/or alternate statutory auditors and the chair in order to replenish the Board of Statutory Auditors following substitution, the provisions of law shall apply and the provisions of the preceding paragraphs on the appointment procedure; the Shareholders' Meeting passes resolutions by a majority of votes, excluding abstentions from the calculation.

Only those who, by the Shareholder's Meeting date, have provided the documentation and certifications required by the law and the Articles of Association can be proposed as candidates.

Persons holding directorships or internal auditing and/or control positions in other companies or entities incorporated under Italian law with shares listed in Italy (excluding companies controlled by Esprinet, parties controlling Esprinet, or companies controlled by the same controlling party as Esprinet), in excess of the limit set by the law and by implementing regulations, as well as those who do not possess the requirements of independence, integrity and professionalism required by applicable regulations, cannot be elected and, if elected, must step down.

At least one of the standing statutory auditors and at least one of the alternate statutory auditors must be chosen from persons entered in the register of accounting auditors who have performed the activity of statutory auditing of accounts for a period of not less than three years. Statutory auditors not meeting the requisite envisaged in the previous paragraph are chosen from among those who had total experience over a continuous period of at least three years in the performance of:

- managerial duties in the administration, finance or control sections of companies limited by shares listed on the stock exchange;
- professional activities or permanent university lecturing posts in the legal, economic, financial, technical/scientific/IT areas, services in general, the computer products industry or trading of computer products, the provision of services in the field of data processing and computer systems, or in sectors closely related to that of the Company;
- managerial roles in public bodies or public authorities active in the sectors of banking, finance, insurance, IT, industry or trading of computer products, the provision of services in the field of data processing and computer systems, or in sectors closely related to that of the Company.

In the absence of lists, or if for any reason the number of candidates is not sufficient, the Board of Statutory Auditors (and the Chair, if applicable) shall be appointed or supplemented by the Shareholders' Meeting with a legal majority, in order to ensure compliance with the legislation in force regarding gender balance as well as the requirements of independence, integrity and professionalism required by the applicable law.

11.2 COMPOSITION AND FUNCTIONING

The Board of Statutory Auditors in office at the Report Date was appointed by the Shareholders' Meeting on 7 April 2021.

The Board is composed of the following members: Maurizio Dallochio (Chair of the Board of Statutory Auditors), Silvia Muzi (Standing Auditor), Maria Luisa Mosconi (Standing Auditor), Vieri Chimenti (Alternate Auditor), Riccardo Garbagnati (Alternate Auditor). The Board was appointed for a three-year term until the date of the approval of the financial statements for the year ended as at 31 December 2023.

Further details on the composition of the Board of Statutory Auditors in office can be found in [table No. 4](#) attached to this Report.

For the renewal of the Board of Statutory Auditors, 2 lists of candidates were submitted at the time of appointment.

List No. 1 was presented by the shareholders who make up the shareholders' agreement stipulated on 6 July 2020 between Francesco Monti and Axopa S.r.l., holder of roughly 25.23% of the Company's ordinary shares.

Said list is composed as follows:

1. Maurizio Dallochio (Standing Auditor)
2. Maria Luisa Mosconi (Standing Auditor)
3. Franco Aldo Abbate (Standing Auditor)
4. Riccardo Garbagnati (Alternate Auditor)
5. Ilaria Verani (Alternate Auditor)

For a total of 5 members, of whom 3 standing auditors and 2 alternate auditors.

List No. 2 was presented by the managers Algebris, Eurizon Capital SGR, Eurizon Capital SA, Fideuram Asset Management (Ireland), Fideuram Intesa Sanpaolo Private Banking Asset Management SGR, Interfund Sicav, Mediolanum Gestione Fondi SGR, Mediolanum International Funds Limited and Pramerica SGR, who declared that they hold at least 3.1% of ordinary Company shares.

Said list is composed as follows:

1. Silvia Muzi (Standing Auditor)
2. Vieri Chimenti (Standing Auditor)

For a total of 2 candidates, one standing and one alternate member.

The shareholders who presented list No. 2 declared that they have no relationships with the shareholders who presented and voted on the list that received the highest number of votes.

The Chair of the Board of Statutory Auditors Maurizio Dallochio, the standing auditor Maria Luisa Mosconi and the alternate auditor Riccardo Garbagnati were chosen from the candidates belonging to list No. 1, the minority list, with a favourable vote of 48.51% of the voting capital.

The standing auditor Silvia Muzi and the alternate auditor Vieri Chimenti were appointed from the candidates belonging to list No. 2, the majority list, with a favourable vote of 51.25%.

Further details on the composition of the Board of Statutory Auditors in office can be found in [table No. 4](#) attached to this Report.

MAURIZIO DALLOCCHIO – Chair of the Board of Statutory Auditors

Born in Milan on 12 April 1958, he is a Full Professor of Corporate Finance, Department of Finance, at the Bocconi University. He is also the Past Dean of SDA Bocconi School of Management, where he was also the Head of the Master's in Corporate Finance and Head of the Corporate Finance and Real Estate Area. He completed his studies at LBS - London Business School and New York University – Stern School of Business where he was also visiting scholar. Maurizio has taught and carried out academic and research activities all over the world (CEIBS Shanghai, IMD Lausanne, Stockholm School of Economics, London Business School among others). Certified accountant and auditor, he is involved predominantly in extraordinary finance transactions (M&A), crisis management and corporate restructuring operations, company valuations, strategic and financial planning, corporate governance, sustainability. He has published about a hundred articles, monographs, cases, papers, treatises; these include the volume “Corporate Finance” (Wiley & Sons, 5th ed. 2018, of which he is the co-author), adopted in MBA and MSc finance courses worldwide. He has taken part in prestigious advisory boards of domestic and international organisations. He has covered and continues to fill positions of chair or member of boards and supervisory boards in numerous companies and institutions. He has held roles and responsibilities as part of relevant extraordinary transactions, including privatisations, listings, restructuring operations. As an expert advisor, he has been called to assume positions of responsibility in banks and financial and pension institutions. He has also held the Presidency of the Audit Committee of the European Investment Bank (EIB). He is highly active in the non-profit sector. He has run the New York marathon 25 times. Maurizio Dallochio was appointed Chair of Esprinet's Board of Statutory Auditors for the first time in 2000 and maintained the post until 2008. Dallochio was then appointed Chair of the Board of Statutory Auditors in 2021.

MARIA LUISA MOSCONI – Standing Auditor

Born in Varese on 18 May 1962, she graduated in business economics, certified accountant and auditor, listed in the Association of Certified Accountants of Milan since 1992. Enrolled in the Register of Court-Appointed Experts of the Judge at the Court of Milan since 1997, with specific reference to company valuations, extraordinary finance transactions, bankruptcy proceedings. Associate of SB 231 - Association of Members of Supervisory Boards pursuant to Italian Legislative Decree 231/2001. Associate of Ned Community. Carries out certified accountant activities, with particular reference to bankruptcy proceedings and consultancy relating to restructuring operations and company crisis, as well as estimate appraisals. Valuations, business and strategic plans, certified expert in turnaround plans pursuant to the Bankruptcy Law. Receiver and Judicial Liquidator of the Court of Milan, Bankruptcy Section. Associate of Ned Community, Non-Executive Directors Community, Association of Non-Executive and Independent Directors. She has held and covers roles as Chair or Member of the

Board of Statutory Auditors/Audit Committee and the Board of Directors or the Supervisory Board and Judicial Liquidator of various unlisted and listed companies. She has acquired experience in a range of listed and unlisted companies also in regulated sectors, in the banking and insurance sectors, financial intermediaries and asset management companies. She is Chairperson or member of Supervisory Boards pursuant to Legislative Decree 231/2001. She has accrued experience in the municipally-owned companies and organisations sector. Currently holds administration and control positions in various companies, including the following: Independent Director of Generalfinance S.p.A.; Independent Director of Digital Value S.p.A., Chairperson of the Board of STOGIT – Stocaggi Gas Italia S.p.A. (SNAM Group), of Olt Offshore LNG Toscana S.p.A. and of Metro5 S.p.A.; Standing Member of the Board of Statutory Auditors of Juventus Football Club S.p.A., The Walt Disney Company Italia S.r.l., SNAM Rete Gas S.p.A., Fastweb S.p.A., Ludo S.p.A., Prada Holding S.p.A.; Chairperson of the Board of Auditors of the Snam Foundation; Chairperson of the Supervisory Board of Prysmian S.p.A. and of Prysmian Cavi e Sistemi Italia S.r.l..

SILVIA MUZI – Standing Auditor

Born in Rome on 18 July 1969, she graduated in Economics and Commerce in 1993 from “La Sapienza” University of Rome. She is a practising certified accountant. Owns practices in Rome and in Milan. She has been enrolled in the Register of Chartered Accountants and Accounting Experts since 1996 and the Italian Register of Auditors at the Ministry of Economy and Finance since 1999. Advanced specialisation Master’s in “Corporate taxation and extraordinary transactions”. Master’s in “Contract Law and International Trade”. Master’s in “Company Law”, both at the Law Society of England and Wales in London. Advanced specialisation course in “International taxation” at the Scuola Superiore dell’Economia e delle Finanze (Post-Graduate School of Economy and Finance). Advanced specialisation Master on “The tax profiles of the IFRS”, organised by ASSONIME. “Board Academy” Post-graduate Master at the LUISS Business School. Advanced specialisation ABI Master for members of the Board of Statutory Auditors of listed banks. “Induction Session” and associated “Follow-ups” for Directors and Statutory Auditors of Listed Companies, organised by ASSONIME and ASSOGESTIONI - She is an advisor for Assonime. She has acquired professional experience in financial companies as a member of the advisory board. She carries out consultancy activities in the tax, corporate and financial domains for businesses and groups of companies, focussing on internal control systems, compliance and risk management. She has gained many years’ experience in listed and public companies, as a member of control bodies, specialising in particular in corporate governance. She has held the position of member of the Board of Statutory Auditors at a number of companies including: Chairperson of the Board of Statutory Auditors of CEMENTIR Holding S.p.A., Istituto Finanziario S.p.A., IDS AIRNAV - Gruppo ENAV; Ansaldo T&D Europe S.p.A. at which she was the Chairperson of the Board of Statutory Auditors and then the Chairperson of the Supervisory Board; Ergo Logistic S.p.A; Professional Trust Company S.p.A., Azienda Ambientale di Pubblico Servizio S.p.A. di Livorno, Ciano Trading e Services C.T. & S. S.p.A., Hospital Device S.r.l., Azienda Unità Sanitaria Locale ROMA D, LAZIODISU, Public Body dependent on the Lazio Region. She was Chairperson of NEEP Holding S.p.A. and Stadio TDV S.p.A. (both of the NEEP ROMA Holding Group). She is currently Chairperson of the Board of Statutory Auditors of RAILWAY S.p.A., Chairperson of the Board of Statutory Auditors of A2A S.p.A., as well as Standing auditor of Banco BPM S.p.A. and BPM SGR S.p.A. She has been a standing auditor of Esprinet S.p.A. since 2021.

RICCARDO GARBAGNATI – Alternate Auditor

Born in Busto Arsizio (VA) on 31 January 1961, he graduated in Economics and commerce from the Università Cattolica di Milano (Catholic University of Milan) in 1986 (Dissertation in Tax Law, Lecturer Prof. Enrico De Mita) and began his profession of Certified Accountant in 1988, acquiring experience in national and international tax consultancy.

He currently holds the posts of standing auditor and Chair of the Board of Statutory Auditors of various companies, is a member of the control body (Supervisory Board or “SB”) pursuant to Italian Legislative Decree 231/2001 and also participates as lecturer and expert in conventions and study days on tax matters. In particular, he is an expert in the field of financial statements consultancy according to national and international accounting standards; he has provided specific legislative advisory services for certain sectors (banking, insurance, financial, fiduciary); he is an expert on corporate reorganisations and restructuring operations from a civil and tax law perspective (mergers, spin-offs, contributions, purchases/sales and business leases); he is an expert in company valuations; he is an auditor. He has acquired significant experience on CONSOB and Savings Law, as a member of the Boards of Statutory Auditors of Listed Companies.

VIERI CHIMENTI – Alternate Auditor

Born in Florence, on 23 October 1966, he graduated in Business Economics in 1992. He has been a chartered accountant since 1994, entered on the Italian Register of Auditors since 1999.

He carries out professional tax and corporate advisory services with practices in Florence and in Milan. He also holds the post of member of the control body in various companies. He has previously been a member of the boards of statutory auditors in listed companies.

DIVERSITY CRITERIA AND POLICIES

On 21 March 2018, on the proposal of the Appointments And Remuneration Committee, the Board of Directors adopted a diversity policy governing the composition of the control bodies in relation to aspects such as age, gender and training and professional pathway, taking into account the dimensions of the Company, the ownership structure and the complexity and specific characteristics of the business sector in which it operates. In addition, in adopting this policy, as regards the administrative body, account has been taken of the size of the Board of Directors and the experience accrued by the Board in relation to the activities and methods of functioning of the board and its internal committees, as well as the results of the self-assessment processes.

This is aimed in particular at the persons involved in the process of selecting and appointing members of the Board of Statutory Auditors of the Company and therefore:

- shareholders who, pursuant to law and the Articles of Association, intend to submit lists of candidates for appointment to the Board of Directors and the Board of Statutory Auditors;
- the Shareholders' Meeting called to appoint the Board of Directors and the Board of Statutory Auditors.

The requirements of integrity and independence and the situations of incompatibility and/or revocation established by law and the Articles of Association shall in any case apply.

Here follows a description of the diversity policy adopted and applied in relation to the composition of the Board of Statutory Auditors.

Size of the Board of Statutory Auditors: pursuant to the Articles of Association in force, the Board of Statutory Auditors is composed of 3 standing members and 2 alternate auditors.

Composition of the Board of Statutory Auditors: at least one of the standing statutory auditors and at least one of the alternate statutory auditors must be entered in the central register of accounting auditors and must have performed the activity of statutory auditing of accounts for at least three years.

Statutory auditors who do not meet this requirement must be chosen from among those whose experience totals at least three years in the performance of:

- managerial duties in the administration, finance or control sections of companies limited by shares listed on the stock exchange;
- professional activities or permanent university lecturing posts in the legal, economic, financial, technical/scientific/IT areas, services in general, the computer products industry or trading of computer products, the provision of services in the field of data processing and computer systems, or in sectors closely related to that of the Company;
- managerial roles in public bodies or public authorities active in the sectors of banking, finance, insurance, IT, industry or trading of computer products, the provision of services in the field of data processing and computer systems, or in sectors closely related to that of the Company.

Members of the Board of Statutory Auditors must also, under penalty of dismissal, meet the integrity and independence requirements established by applicable legislation and the Articles of Association.

The Board of Statutory Auditors should ensure adequate gender representation, in compliance with current legislation and the Articles of Association.

Adoption, implementation and amendments of the Policy: The Diversity Policy is adopted by the Board of Directors at the proposal of the Appointments and Remuneration Committee.

The latter is required to support the Board of Directors in the verification and evaluation of how the Policy is implemented and to monitor its results during the reference period, including for the purpose of a description of the Policy to be produced annually in the Report on Corporate Governance and Ownership Structure.

Any amendments or revisions to the Diversity Policy are approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee, also taking into account the results of the Board of Directors' annual self-assessment.

INDEPENDENCE

All members of the Board of Statutory Auditors meet the independence requirement pursuant to Article 148, paragraph 3 of the TUF and Article 2 of the Corporate Governance Code; in particular, the statutory auditors are not connected with the Issuer through freelance or employee relations or other equity or professional relations.

On 14 April 2021, following its appointment, the Board of Statutory Auditors, in compliance with Article 2 of the Corporate Governance Code and based on the information provided by each Statutory Auditor, evaluated the independence requirements of its members.

All members of the Board of Statutory Auditors also meet the integrity and professionalism requirements set forth in Article 148 of the TUF and the implementing regulation adopted by the Ministry of Justice No. 162/2000 (published in Official Journal No. 141 of 19.06.2000). It should be noted that, based on the information provided by the interested parties and the information available to the Issuer, the members of the Issuer's Board of Statutory Auditors have not held positions or carried out continuously, in the last three financial years, directly or indirectly, activities or services vis-à-vis the Issuer.

Pursuant to Rule Q.1.1. of the "Rules of conduct of the Board of Statutory Auditors of listed companies" of the National Council of Chartered Accountants and Accounting Experts, on 29 February 2024 the Board of Statutory Auditors carried out a self-assessment with regard to its composition, size and operation, as well other criteria indicated by Art. 19 of the Articles of Association. With reference to personal and collective requirements and skills, it emerged, in particular, that:

- all standing auditors, in addition to meeting the requirements of integrity and professionalism and not falling within the situations of incompatibility envisaged by current legislation, also meet the independence requirements set forth in the Corporate Governance Code;
- the Board of Statutory Auditors guarantees the gender diversity of its members;
- each Standing Auditor has good knowledge and experience in several areas of competence;
- the Board of Statutory Auditors has an overall adequate competence.

In addition, no members of the Board of Statutory Auditors exceed, at the Report Date, the limits on the maximum number of administration and control positions pursuant to Article 144-*terdecies* of the CONSOB Issuers' Regulations and Article 148-*bis* of the TUF.

It should be noted that the rules require the members of the Board of Statutory Auditors to be appointed in such a way as to ensure that the gender balance is ensured, pursuant to the provisions of Article 148, paragraph 1-*bis* of the TUF.

It should be noted that the Board of Statutory Auditors, in carrying out its activities, has also coordinated with the Control and Risk Committee, with the Supervisory Board, with the Head of Internal Audit and with the independent auditors.

REMUNERATION

With regard to the determination of the compensation for the Board of Statutory Auditors, the Board of Directors of the Company refers to the considerations expressed by the Appointments and Remuneration Committee, which considers that according to the size and complexity of the company, the activities carried out, the manner in which the work is carried out, the support provided to the different corporate functions and the

commitment with respect to participation in the meetings of the internal board committees, a remuneration to be awarded for the three-year period 2024-2026 in the total amount of €142,500 may be deemed appropriate.

In addition, the outgoing control body considers a comparison with the remuneration approved for non-executive directors, including the remuneration provided for participation in internal board committees, to be a useful indication.

MANAGEMENT OF INTERESTS

The Issuer requires that any statutory auditor who has an interest, either directly or on behalf of a third party, in a certain transaction involving the Company must inform the other statutory auditors and the Chair of the Board of Statutory Auditors in a timely and thorough manner about the nature, terms, origin and extent of his/her interest.

12. RELATIONS WITH SHAREHOLDERS

ACCESS TO INFORMATION

In line with international best practice, Esprinet has set up an appropriate section on its website to provide information concerning the Issuer, which is important for its shareholders in allowing them to exercise their rights in a fully informed manner.

The “Investors” section is constantly updated with contents of interest for the financial market, including: the Group strategy, the economic-financial data relating to the financial years closed, the judgment expressed by analysts on the Issuer and the associated estimates on the main economic-financial indicators.

Ongoing dialogue with shareholders and, in particular, with institutional investors is engaged under the instructions of the Chief Executive Officer, who obtains assistance, within the Company, from a small number of colleagues who are particularly suited and specifically appointed to offer the maximum assistance possible.

In order to protect the principles just outlined, the Issuer facilitates relations with shareholders through the Investor Relations function which is responsible for handling relations with shareholders and also institutional investors, whose specific tasks are handling price sensitive information and relations with Borsa Italiana and CONSOB. On 27 July 2020, Giulia Perfetti was appointed Investor Relations Manager of the Esprinet Group. The office can be contacted at the address: investor@esprinet.com.

The Company is actively committed to maintaining adequate disclosure to investors, the financial market in general and the press, in observance of the law and regulations, with particular reference to the regulation governing inside information. In this regard, the appropriate conference calls are organised in conjunction with the publication of the annual, half-yearly and quarterly data, press releases are issued to promptly inform shareholders and potential investors of events or decisions that could significantly impact their investment, periodic meetings – both collective and one-to-one – are held with institutional investors and with the financial community, and constantly updated documentation is made available on the Company’s institutional website.

DIALOGUE WITH SHAREHOLDERS

Esprinet promotes and values dialogue with its shareholders and strives to ensure that it is continuous, open and transparent, in order to ensure the sustainable creation of shared value in the long-term.

Dialogue with the shareholders is an opportunity to share the actions and the strategic vision at the basis of the management of the Company with its investors, but it also represents a unique opportunity for defining the activities capable of guaranteeing high standards of governance that the Board of Directors intends to pursue.

To this end, in accordance with the recommendations of the Corporate Governance Code to which the company adheres and inspired by the best practices on the matter, Esprinet has adopted a policy for managing dialogue with shareholders.

The Policy, taking into account the Company’s past experience and the methods of engagement adopted by the main investors, is aimed at identifying and defining the purpose, the general principles, the management

methods and the main contents of the dialogue between the Company and its shareholders. These activities take the form of (i) making available, on the Company's main communication channels, the necessary information with a view to disclosure (i.e. papers, reports of a financial or non-financial nature); (ii) the possibility of creating a direct contact between Esprinet and the shareholders through specific corporate functions that have been identified in the Investor Relations and Corporate Affairs function; (iii) the organisation for institutional investors, in virtual mode or in-person, of roadshows and investor days, one-to-one meetings, group meetings and any other events that may be necessary to facilitate the exchange of information.

During 2023, the Company's Investor Relations participated in 11 stock conferences in addition to the opportunities for meetings created directly at the request of investors. The main topics were:

- performance analysis;
- demand forecasts;
- working capital projections;
- impact of inflation on costs and impact of increase in interest rates;
- risks related to distributor business.

As at the Date of the Report, 7 stock conferences had already been scheduled for the current year.

In addition to shareholders, the main stakeholders of the company are: customers, employees (as well as collaborators and trade unions), suppliers (including funding bodies) and the community (local authorities, universities/schools, etc.).

The way in which customers are involved, in addition to normal business discussions, is mainly based on the online survey held annually; customers can also express their opinions through the "*esprinet ti ascolta*" intranet channel.

Please refer to the content of the non-financial statement pursuant to Italian Legislative Decree No. 254 prepared by the Company (Sustainability Report) which details the activities and contents of the dialogue with the relevant stakeholders.

13. SHAREHOLDERS' MEETINGS

Shareholders' meeting proceedings are governed not only by the Company's Articles of Association but by an appropriate regulation approved by the Shareholders' Meeting and published on the Company's website at the address: <https://www.esprinet.com/wp-content/uploads/2020/12/20.05.2019Regolamento-assembleare.pdf>.

The Articles of Association and the shareholders' meeting regulation govern the management of shareholders' meeting proceedings completely and in a manner compliant with the legislation in force.

Article 11 of the Articles of Association requires the majorities dictated by the law and the Articles of Association in the individual cases to be observed for the ordinary and extraordinary shareholders' meetings and the resolutions to be valid. Article 13 requires resolutions for the election of corporate officers to be passed on the basis of an open vote, with the majorities required by law and the Articles of Association and the list voting system. The methods of appointment and the quorum for electing the Board of Statutory Auditors are governed by Article 19 of the Articles of Association.

The Articles of Association establish, under Article 17, that all the responsibilities pursuant to article 2365, paragraph 2, of the Italian Civil Code are attributed to the Management Body, and under article 5, that the Board may be delegated with the share capital increase, up to a maximum limit of 7% of said share capital, to support the issue of shares to service the stock option plans.

The Shareholders' Meeting is authorised to resolve upon matters provided for in the applicable laws, including the authorisations required under the procedures for related-party transactions adopted by the Company.

The Company makes all the documentation available in the time and manner provided by law to ensure that shareholders are adequately informed about the necessary issue, and that they can take the decisions for

which they are responsible with full knowledge of the facts. Such documentation is available at the registered office and is also published on the Company's website in the Investors section.

Pursuant to Article 10 of the Articles of Association, the legitimate entitlement to attend the meeting and exercise voting rights is governed by the law and the applicable regulations. All eligible parties with the right to attend the Shareholders' Meeting have the right to peruse all official documents deposited at the registered office and to obtain a copy of the same. Parties eligible to vote can be represented at Shareholders' Meetings by a third party in accordance with the provisions of the law. The Company may be notified of a proxy to take part in the Shareholders' Meeting by sending the document to the email address indicated in the meeting notice.

The Articles of Association also set forth that the Shareholders' Meeting may be attended via the designated representative pursuant to article 135-*undecies* of the TUF.

A total of 7 Directors in office attended the ordinary Shareholders' Meeting of 20 April 2023. The Board reported to the Shareholders' Meeting on the activities performed in the financial year through the Directors' Report on Operations attached to the financial statements as at 31 December 2022 and took steps to ensure adequate disclosure to shareholders regarding the necessary elements for the decisions within the competence of the shareholders' meeting.

On the occasion of the next shareholders' meeting scheduled for 24 April 2024, at which the appointment of the Board of Directors will be resolved upon, the outgoing management body has provided the shareholders with guidance on the optimal composition of the management body and the illustrative report containing indications on the size, composition and term of office of its members.

14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES

Outside of the obligations set forth in the legislative or regulatory provisions, Esprinet does not adopt additional corporate governance practices with respect to those described in this Report.

15. CHANGES AFTER THE CLOSE OF THE REFERENCE FINANCIAL YEAR

There were no additional changes in the corporate governance structure between the Year-End Date and the Report Date.

16. CONSIDERATIONS REGARDING THE LETTER FROM THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE

The Chair of Esprinet's Board of Directors promptly brought the letter from the Chair of the Corporate Governance Committee to the attention of the Chief Executive Officer, the Chair of the Board of Statutory Auditors and the entire Board of Directors. The letter was discussed in plenary session by the Board on 29 February 2024. The Company has been focussing for some time on sustainability issues to guide the issuer's choices and the strategies implemented are in line with the recommendations of the Corporate Governance Code. The Board judged the Company to be compliant with the recommendations expressed in the letter sent by the Chair of the Corporate Governance Committee.

On behalf of the Board of Directors

The Chair

Maurizio Rota



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TABLES



TABLE 1.
INFORMATION ON THE OWNERSHIP STRUCTURE
AS AT 12 MARCH 2024

| SHARE CAPITAL STRUCTURE | | | | |
|---|---------------|----------------------|--|--|
| | No. of shares | No. of voting rights | Listed (indicate the markets)/Unlisted | Rights and obligations |
| Ordinary shares (specifying whether the possibility of increased voting rights is provided) | 50,417,417 | 50,417,417 | Euronext STAR Milan | Right to vote at the Company's Ordinary and Extraordinary Shareholders' Meetings |
| Preference shares | N/A | | | |
| Multiple-vote shares | N/A | | | |
| Other categories of shares with voting right | N/A | | | |
| Savings shares | N/A | | | |
| Convertible savings shares | N/A | | | |
| Other categories of shares without voting right | N/A | | | |
| Other | N/A | | | |

| OTHER FINANCIAL INSTRUMENTS (allocating the right to subscribe newly issued shares) | | | | |
|--|--|-----------------------------|--|---|
| | Listed (indicate the markets)/Unlisted | No. of instruments in issue | Category of shares in service of conversion/exercise | No. of shares in service of the conversion/exercise |
| Convertible bonds | N/A | | | |
| Warrants | N/A | | | |

| SIGNIFICANT INVESTMENTS IN THE SHARE CAPITAL | | | |
|--|--------------------|-----------------------------------|---------------------------|
| Declarant | Direct shareholder | % share of ordinary share capital | % share of voting capital |
| Montinvest S.r.l. | Montinvest S.r.l. | 16.328% | 16.328% |
| Axopa S.r.l. | Axopa S.r.l. | 12.352% | 12.352% |
| Giuseppe Cali | Uliber S.r.l. | 11.379% | 11.379% |

TABLE 2.
STRUCTURE OF THE BOARD OF DIRECTORS AT THE YEAR-END DATE

| BOARD OF DIRECTORS | | | | | | | | | | | | | |
|---|----------------------|---------------|-------------------------------|-----------------|---------------------|--------------------------------|------------------|-------|-----------|-------------|------------|-------------------------------|--------------------|
| Position | Members | Year of birth | Date of first appointment (*) | In office since | In office until | List (presenting parties) (**) | List (M/m) (***) | Exec. | Non-exec. | Indep. Code | Indip. TUF | No. of other positions (****) | Attendance (*****) |
| Chair | Rota Maurizio | 1957 | 2000 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | | | 0 | 16/16 |
| Chief Executive Officer • | Cattani Alessandro | 1963 | 2000 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | X | | | | 1 | 16/16 |
| Deputy Chair | Monti Marco | 1978 | 2009 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | | | 0 | 16/16 |
| Director | Miglietta Angelo | 1961 | 2000 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | X | X | 4 | 15/16 |
| Director | Ricotti Renata Maria | 1960 | 2018 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | X | X | 3 | 16/16 |
| Director | Prandelli Emanuela | 1970 | 2015 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | X | X | 2 | 16/16 |
| Director | Sanarico Angela | 1962 | 2021 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | X | X | 0 | 16/16 |
| Director | Mauri Chiara | 1956 | 2012 | 2021 | 2024 ⁽¹⁾ | Shareholders | M | | X | X | X | 0 | 16/16 |
| Director | Morandini Lorenza | 1971 | 2021 | 2021 | 2024 ⁽¹⁾ | Shareholders | m | | X | X | X | 3 | 16/16 |
| DIRECTORS WHO LEFT OFFICE DURING THE FINANCIAL YEAR | | | | | | | | | | | | | |
| Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A | | | | | N/A | N/A |

Indicate the number of meetings held during the FY: 16 meetings were held in FY 2023.

Indicate the *quorum* needed for the presentation of lists by minorities for the election of one or more members (pursuant to Article 147-ter TUF): percentage equal to 2.5% of the share capital.

It should be noted that Angelo Miglietta was appointed independent director of Esprinet for the first time in 2000, retaining this position until 2012. Miglietta was then appointed independent director in 2021.

- This symbol indicates the Director responsible for the internal control and risk management system.
- (*) The date of first appointment of each director means the date on which the director was appointed for the first time ever to the Issuer's BoD.
- (**) This column indicates whether the list from which each director has been taken was presented by shareholders (indicated by "Shareholders") or by the BoD (indicated by "BoD").
- (***) This column indicates whether the list from which each director has been taken is "majority" (indicated by "M") or "minority" (indicated by "m").
- (****) This column indicates the number of positions of director or statutory auditor held by the interested party in other listed or large companies. The positions are detailed in full in the Report on Corporate Governance.
- (*****) This column indicates the attendance of directors at the meetings of the BoD (indicate the number of meetings they attended out of the total number of meetings which they could have attended; e.g. 6/8; 8/8 etc.).
- ⁽¹⁾ Represents the date of approval of the financial statements ending 31 December 2023.

TABLE 3.
STRUCTURE OF INTERNAL BOARD COMMITTEES
AT THE YEAR-END DATE

| BoD | Office/Qualification | Members | Executive Committee | | Appointments and Remuneration Committee | | Control and Risk Committee | | Competitiveness and Sustainability Committee | | Related Party Transactions Committee | | Other Committee | | Other Committee | |
|---|-------------------------|---------|--------------------------|------|---|------|----------------------------|------|--|------|--------------------------------------|------|-----------------|------|-----------------|------|
| | | | (*) | (**) | (*) | (**) | (*) | (**) | (*) | (**) | (*) | (**) | (*) | (**) | (*) | (**) |
| Chief Executive Officer - not independent | Cattani Alessandro | | | | | | | | 2/2 | P | | | | | | |
| Non-executive director - independent from Consolidated Law on Finance (TUF) and Code | Miglietta Angelo | | | 5/5 | P | 4/4 | M | | | | 1/1 | M | | | | |
| Non-executive director - independent from Consolidated Law on Finance (TUF) and Code | Ricotti Renata Maria | | | 5/5 | M | 4/4 | P | | | | 1/1 | P | | | | |
| Non-executive director - independent from Consolidated Law on Finance (TUF) and Code | Prandelli Emanuela | | | 5/5 | M | | | | | | | | | | | |
| Non-executive director - independent from Consolidated Law on Finance (TUF) and Code | Sanarico Angela | | | | | 4/4 | M | | | | 1/1 | M | | | | |
| Non-executive director - independent from Consolidated Law on Finance (TUF) and Code | Mauri Chiara | | | | | | | | 2/2 | M | | | | | | |
| Non-executive director - independent from Consolidated Law on Finance (TUF) and Code | Morandini Lorenza | | | | | | | | 2/2 | M | | | | | | |
| DIRECTORS WHO LEFT OFFICE DURING THE FINANCIAL YEAR | | | | | | | | | | | | | | | | |
| Director | N/A | | | | | | | | | | | | | | | |
| ANY MEMBERS WHO ARE NOT DIRECTORS | | | | | | | | | | | | | | | | |
| General Manager | Testa Giovanni | | | | | | | | 2/2 | M | | | | | | |
| No. of meetings held during the FY and average duration: | | | n. 5 – 30 minutes | | n. 4 – 50 minutes | | n. 2 – 97 minutes | | n. 1 – 10 minutes | | | | | | | |

(*) This column indicates the attendance of directors at the meetings of the committees (indicate the number of meetings they attended out of the total number of meetings which they could have attended; e.g. 6/8; 8/8 etc.).

(**) This column indicates the qualification of the director in the committee: "C": Chair; "M": Member.

TABLE 4.
STRUCTURE OF THE BOARD OF STATUTORY AUDITORS
AT THE YEAR-END DATE

| BOARD OF STATUTORY AUDITORS | | | | | | | | | |
|--|---------------------|---------------|-------------------------------|-----------------|---------------------|-----------------|-------------|---|-------------------------------|
| Position | Members | Year of birth | Date of first appointment (*) | In office since | In office until | List (M/m) (**) | Indep. Code | Attendance at meetings of the Board (***) | No. of other positions (****) |
| Chair | Maurizio Dallochio | 1958 | 2000 | 2021 | 2024 ⁽¹⁾ | m | YES | 10/10 | 19 |
| Statutory auditor | Maria Luisa Mosconi | 1962 | 2021 | 2021 | 2024 ⁽¹⁾ | m | YES | 10/10 | 17 |
| Statutory auditor | Silvia Muzi | 1969 | 2021 | 2021 | 2024 ⁽¹⁾ | M | YES | 10/10 | 4 |
| Alternate auditor | Riccardo Garbagnati | 1961 | 2021 | 2021 | 2024 ⁽¹⁾ | m | YES | N/A | - |
| Alternate auditor | Vieri Chimenti | 1966 | 2021 | 2021 | 2024 ⁽¹⁾ | M | YES | N/A | - |
| STATUTORY AUDITORS WHO LEFT OFFICE DURING THE FINANCIAL YEAR | | | | | | | | | |
| Statutory Auditor | N/A | | | | | | | | |

Indicate the number of meetings held during the FY: 10 meetings were held in FY 2023, with a duration per meeting of no less than 2 hours.

Indicate the quorum needed for the presentation of lists by minorities for the election of one or more members (pursuant to Article 148 TUF): percentage equal to 2.5% of the share capital.

It should be noted that Maurizio Dallochio was appointed Chair of Esprinet's Board of Statutory Auditors for the first time in 2000 and maintained this position until 2008. Dallochio was then appointed Chair of the Board of Statutory Auditors in 2021.

- (*) The date of first appointment of each statutory auditor means the date on which the statutory auditor was appointed for the first time ever to the Issuer's Board of Statutory Auditors.
- (**) This column indicates whether the list from which each statutory auditor has been taken is "majority" (indicated by "M") or "minority" (indicated by "m").
- (***) This column indicates the participation of statutory auditors in the meetings of the Board of Statutory Auditors (indicate the number of meetings they attended out of the total number of meetings which they could have attended; e.g. 6/8; 8/8 etc.).
- (****) This column indicates the number of director or statutory auditor posts held by the interested party pursuant to article 148-bis of the TUF and the relevant implementing provisions contained in the CONSOB Issuers' Regulations. The full list of positions is published by CONSOB on its website in accordance with article 144-quinquiesdecies of the CONSOB Issuers' Regulations.
- ⁽¹⁾ Represents the date of approval of the financial statements ending 31 December 2023.

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