

Esprinet S.p.A.

Headquarters in Vimercate (MB), Via Energy Park no. 20

Share Capital Euro 7,860,651.00 fully paid in

Listed on the Register of Companies of Milan, Monza Brianza, Lodi no.

05091320159

Tax no. 05091320159, VAT no. IT 02999990969

Economic Administrative Index MB – 1158694

Shareholders' Meeting of 24 April 2024

in single call

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Board of Directors' Explanatory Report on the resolution proposal referred to in point 1) of the agenda of the Ordinary Shareholders' Meeting:

1. Financial Statements as at 31 December 2023

1.1 Approval of the Financial Statements as at 31 December 2023, Directors' Report on Operations, Board of Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2023 and the Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of 30/12/2016 – Sustainability Report.

1.2 Allocation of the result for the year.

(Drawn up in accordance with Article 125-ter of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and integrated)

Dear Shareholders,

we submit for your approval the Financial Statements as at 31 December 2023, together with the Directors' Report on Operations, as approved by the Company's Board of Directors on 12 March 2024.

This Documentation will be filed at the Company's head office as well as on the website <https://www.esprinet.com> and on the authorised storage service at

<https://www.emarketstorage.com>, in accordance with the law, together with the Report on Corporate Governance and ownership structure and the Reports of the Board of Statutory Auditors and the Independent Auditors.

The Directors request the Financial Statements formulated by them to be approved and endorsed by the Shareholders' Meeting to ratify their work.

The Shareholders' Meeting will also be presented with the Group Consolidated Financial Statements as at 31 December 2023 and the Consolidated Non-Financial Statement in accordance with Italian Legislative Decree no. 254 of 30 December 2016 - Sustainability Report.

It should be noted that the Financial Statements and the Consolidated Financial Statements were prepared in accordance with IFRS.

In relation to the above, we invite you to pass the following resolution:

"The Shareholders' Meeting, having shared the contents and statements set out in the Directors' Report,

resolves

to approve the Financial Statements of Esprinet S.p.A. as at 31 December 2023 consisting of the Balance Sheet, Income Statement, Statement of Cash Flows and Notes to the Financial Statements, as presented by the Board of Directors as a whole and in the individual items."

Allocation of the result for the year of Esprinet S.p.A.

The net loss recorded by the Company on an individual basis for the year 2023 amounts to 29,039,257.72 euro.

The Board of Directors proposes to cover the entire loss for the year 2023 through the use of the Extraordinary Reserve.

In relation to the above, we invite you to pass the following resolution:

"Having referred to the decisions made at the time of approval of the Financial Statements as at 31 December 2023, and based on the breakdown of net equity as resulting from the aforementioned decisions, the Shareholders' Meeting

resolves

to cover the loss for the year 2023 through the use of the Extraordinary Reserve for an amount of 29,039,257.72 euro, consequently acknowledging that, following the decisions made herein, the Extraordinary Reserve will amount to 197,743,714.25 euro."



Vimercate, 12 March 2024

On behalf of the Board of Directors

The Chairman

Maurizio Rota