



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 4) of the agenda of the Ordinary Shareholders' Meeting:

- 4. Report on the Remuneration Policy and Related Compensation**
- 4.1 Binding resolution on the first section pursuant to Article 123-ter, paragraph 3 of the TUF.**
- 4.2 Non-binding resolution on the second section pursuant to Article 123-ter, paragraph 4 of the TUF.**

(Drawn up in accordance with Article 125-ter of Italian Legislative Decree no. 58 of 24 February 1998 (as subsequently amended and integrated) and Article 84-ter of the Issuers' Regulation)

Dear Shareholders,

We submit the Report on Remuneration Policy and Compensation Paid, prepared pursuant to Article 123-ter, for your review and approval in accordance with the law.

Article 123-ter, paragraphs 3-bis, 3-ter and 6, of the TUF, as amended by Italian Legislative Decree no. 49 of 10 May 2019 (the "Italian Legislative Decree

49/2019”), provides for the binding vote on the first section of the Report on Remuneration (i.e., the remuneration policy), with an advisory vote on the second section of the Report on Remuneration (i.e., the compensation paid).

Therefore, shareholders are called to cast two separate votes: a binding one on the remuneration policy and a non-binding one on the compensation paid.

The Company's Report on Remuneration Policy for the 2024-2026 three-year period and on Compensation paid in the 2023 financial year is divided into two sections:

- (i) SECTION I, which describes and illustrates:
 - a) the results of the Shareholders' Meeting votes relating to the 2021-2023 Remuneration Policy;
 - b) the bodies involved in the preparation and approval of this policy and the procedures used for its adoption and application;
 - c) the Remuneration Policy for the 2024-2026 three-year period for the Chairperson, the Chief Executive Officer and the Chief Strategic Officer, the members of the Board of Directors, the Chief Operating Officer and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors.

It also describes the criteria for derogation from the Policy in the presence of exceptional circumstances.

- (ii) SECTION II, which illustrates the compensation paid by the Company and by its subsidiaries to the Chairperson, the Chief Executive Officer and Strategic Officer, Non-Executive Directors, the Chief Operating Officer and the Board of Statutory Auditors.

The Report on Remuneration also contains disclosures on the equity investments held by the members of the Board of Directors, the Board of Statutory Auditors, the Chief Operating Officer and other key managers, as well as by their spouses not legally separated and by their minor children, directly or through subsidiaries, trust companies or third parties, in the Company and in its subsidiaries, required pursuant to Article 84-quater, paragraph 4, of the Issuers' Regulation.

The full text of Esprinet's Report on remuneration policy and compensation paid in the 2023 financial year, pursuant to Article 123-ter of the TUF (Consolidated

Law on Finance) and Article 84-quater of the Issuers' Regulations, will be made available at the Company's registered office, as well as on the website <https://www.esprinet.com> and on the authorised storage mechanism at the address <https://www.emarketstorage.com> in accordance with the law.

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Dear Shareholders,

in relation to the above, the Board of Directors of the Company proposes that the Ordinary Shareholders' Meeting passes the following resolutions.

Proposed resolution for item 4.1 on the agenda:

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

- having examined Section I of Esprinet S.p.A.'s Report on Remuneration Policy for the 2024-2026 three-year period and on Compensation paid in the 2023 financial year, drafted in accordance with Articles 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulation adopted with CONSOB Resolution no. 11971 of 14 May 1999; and

- having examined the Board of Directors' Explanatory Report,

resolves to approve, pursuant to and for the purposes of Article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58 of 24 February 1998, Section I of Esprinet S.p.A.'s report on remuneration policy for the 2024-2026 three-year period and on compensation paid in the 2023 financial year, prepared pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulation adopted with CONSOB resolution no. 11971 of 14 May 1999 and approved by the Board of Directors on 12 March 2024, which illustrates the Company's policy on the remuneration of members of the management bodies, general managers and key managers and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the members of the control bodies with reference to the 2024-2026 three-year period, as well as the procedures used for the adoption and application of this policy."

Proposed resolution for item 4.2 on the agenda:

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

- having examined Section II of Esprinet S.p.A.'s Report on Remuneration Policy for the 2024-2026 three-year period and on Compensation paid in the 2023

financial year, drafted in accordance with Articles 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulation adopted with CONSOB Resolution no. 11971 of 14 May 1999; and

- having examined the Board of Directors' Explanatory Report,

resolves to express a favourable opinion, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58 of 24 February 1998, on Section II of Esprinet S.p.A.'s report on remuneration policy for the 2024-2026 three-year period and on compensation paid in the 2023 financial year, prepared pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulation adopted with CONSOB resolution no. 11971 of 14 May 1999 and approved by the Board of Directors on 12 March 2024, which illustrates the compensation paid to members of the management bodies, general managers, key managers and members of the control bodies in the 2023 financial year."

Vimercate, 12 March 2024

On behalf of the Board of Directors
The Chairman
Maurizio Rota