

ESPRINET S.p.A.

Ordinary Shareholders' Meeting

convened, in the manner and within the terms set out in the Notice of call, on 17 April 2025 at 3:00 p.m., on first and sole call

**SUB-PROXY
FORM ¹**

The undersigned

Corporate/Trading Name - Surname and Forename

Tax code

Date of birth

Place of birth

Province of birth

Address of residence/Registered office
Province

Municipality

Telephone

E-mail

entitled to vote with _____ ordinary shares of Esprinet S.p.A., (the “**Company**” or “**Esprinet**”), in the capacity of

Appointed as a proxy voter by _____ Shareholders with voting right, in accordance with the **copy of the proxies issued by each entitled Shareholder**

Declaring, under his/her own responsibility, that the proxy conforms to the original copy and the certifying the identity of the proxy granters, in the name and on behalf of the same

GRANTS A SUB-PROXY TO

Studio Legale Trevisan & Associati, headquartered in Milan, Viale Majno no. 45, represented by Dario Trevisan, lawyer, born in Milan on 04/05/1964 (Tax Code TRVDRA64E04F205I), or on his behalf Camilla Clerici, lawyer, born in Genoa on 19/01/1973 (Tax Code CLRCLL73A59D969J), or Giulio Tonelli, lawyer, born in La Spezia on 27/02/1979 (Tax Code TNLGLI79B27E463Q), or Alessia Giacomazzi, lawyer, born in Castelfranco Veneto (TV) on 05/09/1985 (Tax Code GCMLSS85P45C111T), or Gaetano Faconda, lawyer, born in Trani (BT) on 02/10/1985 (Tax Code FCNGTN85R02L328O), or Valeria Proli, lawyer, born in Novara on 24/10/1984 (Tax Code PRLVLR84R64F952S), or Mrs Raffaella Cortellino born in Barletta (BT) on 04/06/1989 (Tax Code CRTRFL89H44A669V), or Andrea Ferrero, lawyer, born in Turin on 05/05/1987 (Tax Code FRRNDR87E05L219F), or Marcello Casazza, lawyer, born in Vigevano (PV) on 03/09/1991 (Tax Code CSZMCL91P03L872S) or Mister Marco Esposito born in Monza (MB) on 30/08/1992 (Tax Code SPSMRC92M30F704H), or Serena Larghi, lawyer, born in Varese (VA) on 27/11/1992 (Tax Code LRGSRN92S67L682Q), all domiciled for the purposes of this proxy at Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 – Milan.

to attend and vote on behalf of the proxy granters in the Ordinary Shareholders' Meeting of:

¹Any party authorised to attend the Shareholders' Meeting **shall be represented by means of a written proxy or sub-proxy** in accordance with the relevant legal provisions, with the option of using, for the purpose, this sub-proxy form available on the Company website, under “Investors – Shareholders' Meeting”. **The sub-proxies and proxies, together with any annexes, shall be sent by post to the Company, at Via Energy Park no. 20, 20871 – Vimercate (MB), to the attention of the Corporate and Legal Affairs office, or by certified e-mail to esprinet@legalmail.it, or by e-mail to investor@esprinet.com or, alternatively, to Studio Legale Trevisan & Associati, to Viale Majno no. 45, 20122, Milan – Italy, or by certified e-mail to rappresentante-designato@pec.it or by e-mail to rappresentante-designato@trevisanlaw.it, (Ref. “ESPRINET 2025 Shareholders' Meeting Proxy”) no later than 12:00 p.m. on 16 April 2025.**

Esprinet convened on 17 April 2025, at 3:00 p.m., on first and sole call, in accordance with the terms set forth in the Notice of Call published on March 18, 2025, on the Company's website www.esprinet.com (Section "Investors - Shareholders' Meeting"), as well as sent to Borsa Italiana S.p.A. and made available on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) and published in extract form in the daily newspaper "Il Sole 24 ORE" on March 18, 2025.

Studio Legale Trevisan & Associati hereby declares that it has no personal interest with respect to the proposed resolutions put to the vote. However, considering the possible contractual relationships that exist with some of the substitutes and the Company and, in any event, for all legal purposes, it is expressly declared that, should any unknown circumstances arise, or in the event of amendment or supplementing of the proposals submitted to the Shareholders' Meeting, neither Studio Legale Trevisan & Associati nor its substitutes shall cast a vote different from that indicated in the instructions.

Place and Date

Signature (in full and legible)

Voting Instructions:
(Section containing information for the Proxy – Tick the chosen box)

The undersigned, Mr/MS

_____ (enter the name of the proxy granter or, if more than one, attach a list of the names of the respective proxy granters who shall vote in uniform fashion for all the proxies issued to the proxy that signs this form on their behalf)

or alternatively, if a legal entity

(enter name of Body/Company)

_____ (see above)

expressly authorises the Proxy and Substitutes to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of **ESPRINET**, ISIN code IT0003850929 convened in accordance with the terms set forth in the Notice of Call, on 17 April 2025 at 3:00 p.m., on first and sole call.

<i>O.1 Annual financial statements as at 31 December 2024:</i>			
<i>O.1.1 Approval of the Annual Financial Statements as at 31 December 2024, accompanied by the Directors' Report on Operations (including the consolidated sustainability report, prepared pursuant to Legislative Decree 6 September 2024, no. 125), the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.1.2. Allocation of the result for the year.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.1.3 Dividend distribution.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.2 Report on the remuneration policy and related compensation:</i>			
<i>O.2.1 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF (Consolidated Law on Finance.</i>	<input type="checkbox"/> In favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.3 Proposal to authorise the purchase and disposal of own shares.</i>			
<i>O.3.1 Proposal for authorisation to purchase and sell treasury shares, within the maximum number permitted and with a term of 18 months, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 24 April 2024 for the non-executed portion.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.4 Integration of the Board of Statutory Auditors pursuant to Article 2401 of the Civil Code:</i>			
<i>O.4.1 Appointment of a statutory auditor.</i>	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.4.2 Appointment, if necessary, of an alternate auditor</i>	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain

Place _____, Date _____

Signature (in full and legible)

LIABILITY ACTION

In the event of a vote on a liability action brought pursuant to article 2393, paragraph 2, of the Italian Civil Code by shareholders at the time of the approval of the financial statements, the undersigned shall appoint the Designated Representative to vote in accordance with the following instruction:

☐ IN FAVOUR

☐ OPPOSED

☐ ABSTAIN

Place/Date _____, _____

Signature _____

The following documents:

- a) Sub-Proxy
- b) Voting instructions for each delegating Shareholder
- c) Copy of the identity card or equivalent document of the sub-delegating delegate
- d) If the sub-delegating proxy is a legal person, a copy of an identity document, currently valid, of the *pro tempore* legal representative, or of another person with appropriate right, together with appropriate documentation attesting to their qualification and powers (copy of a Chamber of Commerce certificate or similar)
- e) Copy of the proxies of each delegating Shareholder and subject of sub-delegation
- f) If the delegating Shareholder is a legal person, a copy of an identity document, currently valid, of the *pro tempore* legal representative, or of another party with appropriate right, together with appropriate documentation attesting to their qualifications and powers (copy of the Chamber of Commerce register or similar)
- g) Copy of the identity card or equivalent document of each delegating Shareholder
- h) Copy of the accreditation certification of each Proxy Shareholder issued by its bank or intermediary

shall be sent to the Company by post at Via Energy Park no. 20, 20871 – Vimercate (MB), to the attention of the Corporate and Legal Affairs office, or by certified e-mail to esprinet@legalmail.it, or by e-mail to investor@esprinet.com or, alternatively, to Studio Legale Trevisan & Associati, at Viale Majno no. 45, 20122, Milan – Italy, or by certified e-mail to rappresentante-designato@pec.it or by e-mail to rappresentante-designato@trevisanlaw.it (Ref. “ESPRINET 2025 Shareholders' Meeting Proxy”), no later than 12:00 p.m. on 16 April 2025.

Signature (in full and legible)

_____ in the name and on behalf of my proxy granters

For any clarifications regarding the conferral of the proxy (and, in particular, completing and sending the proxy form and voting instructions), shareholders authorised to attend the Shareholders' Meeting may contact not only the Designated Representative, at the addresses indicated above and/or at the number 800134679 (in working days and hours).

NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

It should be understood that, pursuant to articles 13 and 14 of Regulation (EU) 2016/679 (hereinafter also referred to as the “GDPR”), the data contained in the proxy template will be processed by Studio Legale Trevisan & Associati, (hereinafter also referred to as the “Data Controller” or “Controller”) for the purposes of managing the proxy in shareholder’s meetings, in compliance with the legislation in force concerning the processing of personal data.

The data may be made known to colleagues of the Data Controller specifically authorised to process them, as Data Processors or Data Processing Officers, to pursue the purposes indicated above: these data may be disclosed to specific parties to satisfy a legal or regulatory requirement or EU legislation, or based on provisions laid down by authorities authorised to do so by the law or by supervisory and control bodies. The Controller may also, in the pursuit of the aforementioned purposes, need to disclose personal data to third parties, such as, for example, Studio Legale Trevisan & Associati and/or the Company.

Consent is required; if consent to the processing of data is withheld, it will be impossible to enable the proxy to participate in the Shareholders’ Meeting.

The Data Controller is Studio Legale Trevisan & Associati, with offices at Viale Majno 45 and domicile also at Corso Monforte 36, 20122 Milan.

The Controller may be contacted using the following details:

- Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan;
- +39028051133 / +3902877307.

The personal data will be processed in accordance with the provisions laid down in the GDPR, using paper, computer and telematic tools, according to a rationale strictly linked to the purposes indicated and, in any event, using procedures suitable for ensuring the secrecy and confidentiality thereof in compliance with the provisions laid down by article 32 of the GDPR. Your personal data will be processed for the time necessary for fulfilling the processing purposes described above, at the end of which they will be kept, where necessary, for the period of time stipulated by the legislation in force.

The data subject is entitled to exercise the rights enshrined in articles 15 to 21 of the GDPR, i.e. to know, at any time, which data are held by the Company, their origin and how they are used, to request their update, rectification, completion or erasure, to block them or request their portability or object to their processing using the addresses mentioned above.

The data subject is entitled to withdraw consent and lodge a complaint with the Autorità Garante per la protezione dei dati personali, at Piazza Venezia no. 11, 00187, Rome (RM).

The above rights may be exercised, with respect to the Controller, using the contact details indicated at the start of this notice.

Your rights as a data subject may be exercised free of charge pursuant to article 12 of the GDPR. However, in the case of clearly unfounded or excessive requests, including as regards repetition, the Controller may charge you a reasonable sum as a contribution to costs, in consideration of the administrative expenses incurred for managing your request, or refuse to satisfy the said request, providing reasons for so doing.

Place, Date.....

Signature.....