



ESPRINET S.p.A.

Headquarter in Vimercate (MB), Via Energy Park n. 20

Share capital € 7,860,651.00, (fully paid-in)

Listed on the Register of Companies of Milano, Monza Brianza, Lodi at number
05091320159

Tax code 05091320159 - VAT number 02999990969 – Economic Administrative
Index MB-1158694

Website: www.esprinet.com

Notice of Ordinary Meeting of Shareholders

The Ordinary Meeting will be held at Villa Trivulzio, Via Riva del Ponte Nuovo, Omate Agrate Brianza (MB), at 11:00 a.m. on May 8th, 2019 – single call, to discuss the following:

Agenda

1. Financial Statement of Esprinet S.p.A. as at 31st December 2018:
 - 1.1 Approval of 31st December 2018 Financial Statement; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at 31st December 2018.
 - 1.2 Allocation of income of the year.
 - 1.3 Allocation of the dividend.
2. Report on Remuneration. Resolutions on the first section of the Report on Remuneration pursuant to par. 6 of the art. 123-ter of the legislative decree 58/1998.
3. Proposal for authorization of an 18-months buy-back plan of owned shares for the maximum number of shares legally allowed; correlated repeal of the authorization for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of May 4th, 2018.
4. Assignment of the independent audit operation – including the audit limited to the condensed half year financial statements – for the periods from 2019 to 2027 pursuant to Legislative Decree 39/2010 and Regulation (EU) no. 537/2014; determination of the related remuneration.

INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL ON THE DATE OF THIS NOTICE

The share capital subscribed and paid by the Company amounts to € 7,860,651.00, represented by 52,404,340 ordinary shares, without nominal value. All shares have voting rights except for the 1,150,000 own shares held on the date of this notice, for which those rights are suspended. The number of own shares may have changed by the date of the Meeting, and any changes will be communicated at the start of the session.

The share capital structure is available on the Company's website www.esprinet.com, under the Share Information heading in the section Investor Relations.

The shares are registered, indivisible, may be freely transferred and are subject to the provisions of the laws applicable to joint ownership.

ENTITLEMENT TO ATTEND THE MEETING

By Laws, anyone whose representative has sent the required confirmation of the right to attend may participate and vote at the Meeting. The confirmation must be given on the basis of the end-of-day records on the seventh trading day prior to the date set for the single call (April 26th, 2019). Any credit or debit transactions reaching the accounts after that deadline will not be considered for the purposes of entitlement to attend or vote at the Meeting; therefore, anyone acquiring shares of the Company after that date will not be able to participate or vote. The confirmations from the licensed intermediaries, must be sent to the Company by the end of the third trading day prior to the date set for the single call. Anyone whose confirmation is sent to the Company after that deadline, but before the start of the Meeting held at the single call, will however be able to attend and vote.

AMENDMENT TO THE AGENDA AND PRESENTATION OF NEW RESOLUTIONS PROPOSALS

In accordance with article 126-bis of legislative decree 58/1998, any Shareholder who, individually or collectively, represent at least one-fortieth of the share capital may request an amendment to the list of the items on the Agenda or propose new resolutions of the item already in agenda, within 10 days from the publication of this Notice.

The request must be submitted in writing to the Company's head office at Via Energy Park 20, 20871 - Vimercate (MB), to the attention of the *Corporate and Legal Affairs Department*, or alternatively may be sent by certified e-mail, to the following address: esprinet@legalmail.it. It must be accompanied by specific confirmation of share ownership, issued by the intermediaries holding the accounts in which the requesting shareholders' shares are registered. The requesting shareholders must also submit details of the items they wish to discuss by the above deadline.

Amendments will not be permitted if they relate to matters which the Meeting is required by law to discuss at the proposal of the directors, or on the basis of a plan or report submitted by the directors, other than those referred to in the first subparagraph of article 125-ter paragraph 1 of legislative decree 58/1998. The amended list of the items on the Agenda, together with any comments by the Board of Directors, will be published in the ways stipulated by law.

RIGHT TO ASK QUESTIONS ABOUT THE ITEMS ON THE AGENDA

Under the terms of article 127-ter of legislative decree 58/98, shareholders may ask questions about the items on the Agenda even prior to the Meeting by May 5th, 2019. Any questions should be sent by registered post to the Company's head office at Via Energy Park 20, 20871 - Vimercate (MB), to the attention of the *Corporate and Legal Affairs Department*, or by certified e-mail to the following address: esprinet@legalmail.it.

Any shareholders wishing to exercise this right must provide identification details (by registered post), in the form of a specific communication issued by the intermediaries holding the accounts in which their shares are deposited. Replies to questions received prior to the Meeting will be given during the Meeting itself, at the latest.

VOTING BY PROXY

Anyone entitled to attend the Meeting may be represented by proxy, in accordance with the regulations in force, and for this purpose may use the proxy form available on the Company's website (www.esprinet.com, Investor Relations – Corporate Documentation – 2019 Shareholders' Meeting) or at the head office. The Chairman of the Meeting is responsible for verifying the proxies, and the right to attend the Meeting.

Proxies can also be sent to the certified e-mail address esprinet@legalmail.it.

Prior notification of the proxy document does not exempt the delegate from his/her obligation to certify the authenticity of the document and the delegating individual's identity, when the participants' right to attend is checked before the Meeting.

In accordance with regulations in force, proxies can also be granted to the Company's designated representative, under article 135-undecies of the TUF, Mr. Matteo Sant'Ambrogio (who may be substituted by Ms. Maria Lucia Passador), together with voting instructions in relation to all or some of the items on the Agenda. For this purpose, the shareholder must sign the proxy form available on the Company's website (www.esprinet.com, Investor Relations – Corporate Documentation – 2019 Shareholders Meeting), or from its head office, as long as the original form is sent to the legal representative at Via Agnello 18, 20121 Milan, by the end of the second trading day prior to the dates set for the meeting (therefore May 6th, 2019). The proxy will only be valid for those proposals in relation to which voting instructions have been given. The proxy is effective just for the proposals whose voting instruction are submitted.

The proxy and voting instructions may be revoked at any time until the deadlines.

DOCUMENTATION

Documentation relating to the Meeting, as well as resolution proposals, will be available to the public by the legal deadline, in the ways stipulated by law. The shareholders and anyone with voting rights may obtain a copy of the documentation which will be available from the company's head office (from Mondays to Fridays between 10 a.m. and 1 p.m., and from 3 p.m. to 6 p.m.), from stocking service at the internet site www.emarketstorage.com and on the Company's website www.esprinet.com, Investor Relations – Corporate Documentation – 2019 Shareholders' Meeting.

More in details, the informative Reports of Directors on item 1, 3 and 4 of the scheduled agenda, as well as the reasoned opinion of the Board of Statutory Auditors on the assignment of the independent auditor, are published contextually with the current notice, while the Annual Financial Report with further documents under the art. 154-*ter* of the TUF and the Report on the Remuneration will be published at least 21 days prior to the Meeting, namely April 16th, 2019.

Those authorised to attend and vote are invited to arrive at least one hour before the start of the Meeting, to facilitate the registration process.

Vimercate, April 8th, 2019

On behalf of the Board of Directors

The Chairman

Maurizio Rota