



**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 Monza and Brianza at number  
05091320159

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

Website: [www.esprinet.com](http://www.esprinet.com)

**Notice of Ordinary and Extraordinary Meeting of Shareholders**

The Ordinary and Extraordinary Meeting will be held at the Cosmo Hotel, Via Torri Bianche n. 4, Vimercate (MB), at 10:00 a.m. on 28 April 2017 (first call), and if necessary a second meeting will be called at 15:00 on 4 May 2017, to discuss the following:

**Agenda**

**Ordinary agenda**

1. Financial Statement of Esprinet S.p.A. as at December 2016:
  - 1.1 Approval of 2016 Financial Statement; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at 31 December 2016
  - 1.2 Allocation of income of the year.
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. Resolutions on the Board of Directors composition; any relevant and corresponding resolutions.
4. Proposal for authorization of a buy-back plan of owned shares; correlated repeal of the authorization for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of 4 May 2016.
5. Integration of fees for the legal accounting support of the Esprinet S.p.A. consolidated financial statement.

**Extraordinary Agenda**

1. Proposal for change of articles: 4, 5, 8, 11, 13, 16, 19 of the Company By Laws; any relevant and corresponding resolutions

**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, each with a nominal value of € 0.15. All shares have voting rights except for the 646.889 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](http://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 first call (April 19th 2017). 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 first call. Anyone whose confirmation is sent to the Company after that deadline, but before the start of the Meeting held at the first or second call, will however be able to attend and vote. Communications received in accordance with the above conditions will also be valid for any meetings called after the first one.

## **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](mailto: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 April 26th

2017. 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 Office, or by certified e-mail to the following address: [esprinet@legalmail.it](mailto: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, or in the same communication issued in relation to their entitlement to attend and vote at the Meeting.

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](http://www.esprinet.com), Investor Relations – Corporate Documentation – 2017 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](mailto: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, the notary Andrea De Costa, (who may be substituted by Matteo Sant'Ambrogio, by Camilla Poggiani or by Rossella Cardone), 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](http://www.esprinet.com), Investor Relations – Corporate Documentation – 2017 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, even in the second call (therefore respectively April 26th 2017 or May 2nd 2017). The proxy will only be valid for those proposals in relation to which voting instructions have been given.

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

## **RESOLUTIONS ON THE BOARD OF DIRECTOR COMPOSITION**

The Company reminds that the non-executive and non-independent Director Andrea Cavaliere resigned with immediate effect as Member of Board of Director on February 20<sup>th</sup>, 2017

On the same day, the Board of Directors resolved not to replace the resigning Director in accordance with art. 2386, paragraph 1 of the Italian Civil Code, leaving to the Shareholders' Meeting the decision whether to appoint a new Director or, alternatively, to reduce the number of the Directors from twelve to eleven.

Considering the opinion of the Nomination and Remuneration Committee, the Board of Directors would propose to the Shareholders (i) to integrate the number Company Directors appointing a new Director and (ii) to appoint Ms. Ariela Caglio as new Board of Directors Member.

The Company clarify, however, that the Shareholders may submit further candidates to integrate the Board of Directors. New appointment proposals must be deposited (i) by the date of the Meeting by the Company headquarter at Via Energy Park 20, 20871 – Vimercate (MB) for the attention of the Corporate & Legal Affairs, or by certified e-mail to the address [esprinet@legalmail.it](mailto:esprinet@legalmail.it), or (ii) during the Meeting itself.

The new Director to replace Mr. Andrea Cavaliere will be appointed without list system, as it does not deal with the replacement of the entire Board of Directors; as a consequence, the Meeting can approve with legal majority, without following the list system procedures.

Any new appointment must be submitted together with the following documents:

- (i) declarations of acceptance of the candidacy;
- (ii) declarations in which each candidate, under his own liability, confirms the absence of any grounds for disqualification or incompatibility, and that he meets the requirements for the respective position;
- (iii) a CV detailing the personal and professional characteristics of the candidate, including his/her declaration of independence;
- (iv) copy of the specific communication issued by the authorised intermediaries concerning ownership of the required number of shares, of the entitled subject that proposes the candidate.

For further details please see the corresponding Report of the Board of Directors on the proposed resolutions concerning point 3 of the Shareholders' Meeting ordinary agenda.

## **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](http://www.emarketstorage.com) and on the Company's website [www.esprinet.com](http://www.esprinet.com), Investor Relations – Corporate Documentation – 2017 Shareholders' Meeting.

More in details, the informative Reports of Directors on ordinary and extraordinary agenda 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 6th 2017.

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

Vimercate, 29 March 2017

On behalf of the Board of Directors  
The Chairman  
Francesco Monti