

**Proxy and voting instructions form - pursuant to art. 135-*undecies* of legislative decree 58/1998 -
to appoint mr. Andrea De Costa, or on his behalf mr. Matteo Sant'Ambrogio, or Ms Camilla Poggiani, or Ms Rossella Cardone,**

ESPRINET S.p.A.

Ordinary Shareholders' Meeting called on 28th April 2017 at 10:00, as first call
at the il Cosmo Hotel, in Vimercate (MB), Via Torri Bianche, 4,
and if necessary a second call is set on 4th May 2017 at 15:00 at the same location

Mr. Andrea De Costa, or on his behalf **Mr. Matteo Sant'Ambrogio**, or **Ms Camilla Poggiani**, or **Ms Rossella Cardone**, as "**Appointed Proxy**" of Esprinet S.p.A. (the "**Company**") – pursuant art. 135-*undecies* of the legislative decree 58/1998 – are collecting the proxy voting forms related to the Ordinary and Extraordinary Shareholders' Meeting planned on April 28th 2017 (first call), and if necessary a second meeting will be called on May 4th 2017, with means and modes quoted in the notice of the Shareholders' Meeting call available on the internet site of the Company (www.esprinet.com), and on "Italia Oggi" newspaper conforming to the law.

The proxy must be appointed in writing.

The original Proxy form, together with the voting instructions restricted to the appointed proxy, must be delivered on hand/sent by registered post to the attention of Mr **Andrea De Costa at Via Agnello 18, 20121 Milano** by the end of the second trading day prior the date of the Meeting, even in second call, (within 26th April 2017, or 2nd May for the second call) both *brevi manu* and via certified mail.

The proxy and voting instructions may be revoked at any time within the aforementioned deadline and delivered on hand in office hours or sent via registered post to the abovementioned address, faxing the documents in advance to the following fax number (+39) 0286463274.

Pursuant to art. 135-*undecies*, clause 2, of the legislative decree 58/1998 the appointment of the proxy and the voting instructions by underwriting this form does not imply any expense for the delegator, except for the cost of sending it.

PROXY FORM

(to be notified to the Company via the Appointed Proxy - To be filled in with the required information following the Instructions below)

The underwriter....., born
in....., on....., F.C.
resident in..... address.....
telephone....., e-mail.....
entitle to vote (1)

HEREBY APPOINTS as Proxy to attend and vote at the aforementioned Meeting as per the corresponding instructions delivered and with reference to nr.
.....of ESPRINET S.p.A. shares ISIN number IT0003850929 registered on the securities account number
..... by
ABI..... CAB.....(2);

Details of the notice done by the intermediate *(to be filled in at delegator discretion)*:

- notice nr.
- done by.....
- possible identifying codes

DECLARES to be aware that the authorisation to a delegated proxy may include the vote instructions even just on few proposals of resolution on the Agenda, and that, in this case, the appointed proxy has to right to vote just on those corresponding resolutions.

The underwriter *(name and surname of the signatory only if different from the owner of the shares)*

signs the current proxy as

- secured creditor
- taker-in
- usufructuary
- safekeeper
- share manager
- legal agent or procurator with power of subproxy
- other (to be defined)

..... on

Signature

INSTRUCTION OF VOTE (*)

(Section including information to be delivered just to the appointed proxy – to be sent to mr. Andrea De Costa)
Cross out the selected option following the instructions below

The underwriter (3)
authorise the appointed proxy to vote at the ESPRINET S.p.A. Ordinary and Extraordinary Meeting called on 28th April 2017, and, if necessary on 4th May 2017 in second call following the instructions to vote.

A) RESOLUTIONS TO BE VOTED (4)

AGENDA	FAVOURABLE TO THE PROPOSAL OF THE BOARD OF DIRECTORS or BOARD OF STATUTORY AUDITORS	FAVOURABLE TO THE PROPOSAL OF A SHAREHOLDER ⁽¹⁾	AGAINST TO THE PROPOSAL OF THE BOARD OF DIRECTOR	ABSTAIN
1. Financial statements of Esprinet S.p.A. as at December 31st 2016				
1.1 Approval of 2016 Financial Statements; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at December 31st 2016.	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
1.2 Allocation of income of the year.	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
2. Report on Remuneration. Resolutions on the first section of the Report on Remuneration pursuant to clause 6 of the art. 123-ter of the legislative decree 58/1998	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
3. Resolutions on the Board of Directors composition; any relevant and corresponding resolutions.	<i>Not fill</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

AGENDA	FAVOURABLE TO THE PROPOSAL OF THE BOARD OF DIRECTORS or BOARD OF STATUTORY AUDITORS	FAVOURABLE TO THE PROPOSAL OF A SHAREHOLDER ⁽¹⁾	AGAINST TO THE PROPOSAL OF THE BOARD OF DIRECTOR	ABSTAIN
4. Proposal for authorisation of a 18-months buy-back plan for the maximum number of shares legally allowed: correlated repeal of the authorisation for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of May 4 th 2016	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
5. Integration of fees for the legal accounting support of the Esprinet S.p.A. consolidated financial statement.	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 4 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 5 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 8 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 11 of the Company By Laws; any relevant	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

AGENDA	FAVOURABLE TO THE PROPOSAL OF THE BOARD OF DIRECTORS or BOARD OF STATUTORY AUDITORS	FAVOURABLE TO THE PROPOSAL OF A SHAREHOLDER ⁽¹⁾	AGAINST TO THE PROPOSAL OF THE BOARD OF DIRECTOR	ABSTAIN
and corresponding resolutions				
Extraordinary Agenda 1. Proposal for change of article 13 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 16 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 19 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	..... <i>(shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

(1) In absence of the details of the shareholder, whose proposal is approved, the proxy will be ineffective. Besides the name of the shareholder, some detailed criteria to identify him/her (i.e. "shareholder with majority shares" or "shareholder with minority shares"), or the vote to the proposal of the Chairman of the Meeting are also allowed.

B) UNPREDICTABLE CIRCUMSTANCES

In case of unpredictable events at the proxy release (5), the underwriter with reference to:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFYS THE INSTRUCTIONS		
			for	against	abstain
1. Financial statements of Esprinet S.p.A. as at December 31st 2016					
1.1 Approval of 2016 Financial Statements; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at December 31st 2015.	(tick the appropriate box)	(tick the appropriate box)	..... (quote BoD/shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
1.2 Allocation of the income of the year.	(tick the appropriate box)	(tick the appropriate box)	..... (quote BoD/shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
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	(tick the appropriate box)	(tick the appropriate box)	..... (quote BoD/shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
3. Resolutions on the Board of Directors composition; any relevant and corresponding resolutions.	(tick the appropriate box)	(tick the appropriate box)	..... (quote BoD/shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
4. Proposal for authorisation of a 18-months buy-back plan for the maximum number of shares legally allowed: correlated repeal of the authorisation for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of May 4th 2016	(tick the appropriate box)	(tick the appropriate box)	..... (quote BoD/shareholder's name)	(tick the appropriate box)	(tick the appropriate box)
5. Integration of fees for the legal accounting support of the Esprinet S.p.A. consolidated financial statement.	(tick the appropriate box)	(tick the appropriate box)	..... (quote BoD/shareholder's name)	(tick the appropriate box)	(tick the appropriate box)

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFYS THE INSTRUCTIONS		
			for	against	abstain
Extraordinary Agenda 1. Proposal for change of article 4 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 5 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 8 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 11 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 13 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 16 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 19 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

(1) If no proposal is expressed by the shareholder quoted in Section A, one of the following options can be chosen: a) the revocation of the voting instructions and b) the modification of the voting instructions (choosing between “against” or “abstain”). If no proposal is expressed by the shareholder quoted in Section A, and neither any decision is made concerning Section B, the vote is to be intended as “abstain”.

C) MODIFICATIONS OR INTEGRATIONS (6)

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFYS THE INSTRUCTIONS		
			for	against	abstain
1. Financial statements of Esprinet S.p.A. as at December 31st 2016					
1.1 Approval of 2016 Financial Statements; Directors' Report on Operations, Statutory Auditors' Report, Independent Auditors' Report, presentation of the Consolidated Financial Statement of Esprinet Group as at December 31st 2016.	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
1.2 Allocation of the income of the year.	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
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	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
3. Resolutions on the Board of Directors composition; any relevant and corresponding resolutions.	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
4. Proposal for authorisation of a 18-months buy-back plan for the maximum number of shares legally allowed: correlated repeal of the authorisation for the plan, or the unused portion of it, resolved during the Shareholders' Meeting of May 4th 2016	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
5. Integration of fees for the legal accounting support of the Esprinet S.p.A. consolidated financial statement.	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda					
1. Proposal for change of article 4 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda					
1. Proposal for change of article 5 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFYS THE INSTRUCTIONS		
			for	against	abstain
Extraordinary Agenda 1. Proposal for change of article 4 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 5 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 8 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 11 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 13 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 16 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>
Extraordinary Agenda 1. Proposal for change of article 19 of the Company By Laws; any relevant and corresponding resolutions	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>	..... <i>(quote BoD/shareholder's name)</i>	<i>(tick the appropriate box)</i>	<i>(tick the appropriate box)</i>

In event of voting on art. 2393, clause 2 of the Italian Civil Code dealing with the responsibility on the approval of the financial statement, I delegate the appointed proxy to vote:

FOR

AGAINST

ABSTAIN

(*) pursuant to art. 135-*undecies*, clause 3, of the legislative decree nr. 58/1998 dealing with the proxy computing: *“3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals, for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.*

.....on,

Signature.....

Instructions to fill in the proxy form and instructions to vote

- (1) To detail the identity of the signer and attach:
 - a) as individual the copy of a still valid ID;
 - b) as legal entity in addition to a still valid ID of the signer of the proxy form on behalf of the Company or Corporation having right to attend and vote at the Meeting, the documentation proving the proxy of the appointed individual as for example the hard copy of the certificate released by the register of businesses, or equivalent for foreign Companies, proxy, abstract of resolution of the BoD
- (2) To detail the number of the securities account, ABI, CAB or IBAN codes of the intermediary, or its company title available on the statement of securities account
- (3) To detail name and surname of the signer of the Proxy Form and of the Instructions to vote
- (4) The resolutions proposed by the Meeting are illustrated, if required, in the Reports available on the internet site of Esprinet (www.esprinet.com), on Borsa Italiana S.p.A. and at the Company's headquarter (Via Energy Park n. 20, Vimercate (MB)) within terms required by law.
- (5) In case of unpredictable event at the proxy release – the delegator cannot be informed about – the signer can choose among: a) the confirmation of the vote instruction already expressed; b) the revocation of the vote instruction already expressed; c) the modification of the vote instruction already expressed. If no choice is selected, the instructions of vote sub A) are confirmed.
- (6) In event of modifications or additions to the resolutions proposed to the meeting, the signer can choose among: a) the confirmation of the vote instruction already expressed; b) the revocation of the vote instruction already expressed; c) the modification of the vote instruction already expressed. If no choice is selected, the instructions of vote sub A) are confirmed.

If further information about the compilation and sending of the current form for proxy appointment is required, please contact the following telephone number: +39 02 40 49 63 04, available on working days (Saturday excluded).

Personal Data Protection Code is hereby attached, pursuant to the Legislative Decree no. 196/2003.

In compliance with Annex 5/A of the Consob Regulation (as per modification of Consob proposal on December 28th 2010 n. 17592), the regulations mentioned in these instructions are quoted below:

Legislative Decree 58/1998

Art. 135-*decies*

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Art. 135-*undecies*

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall inform about any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393

(Corporate action for responsibility)

1. Any action for responsibility against the directors is brought pursuant to a resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution concerning the responsibility of the directors can be adopted at the time of the review of the annual financial statements, even if not included in the agenda, when it relates to matters pertaining to the financial year to which the financial statements refer.
3. The action for responsibility can be initiated according to a board of statutory auditors' meeting resolution taken with the majority of two thirds of the members.
4. The action can be initiated within five years of the termination of the director's appointment.
5. The resolution to bring an action for responsibility entails the removal from office of the directors against whom it is brought, provide that it is adopted by votes in favour from at least one fifth of the company capital. In this case, the shareholders' meeting will provide for their replacement.
6. The company can waive exercising its rights of action for responsibility and can settle, provide that this waiver and settlement are approved by an express resolution of the shareholders' meeting and provided that there is no opposing vote of a minority of shareholders representing at least one fifth of the company capital, or in the event of companies that resort to the risk capital market (2325-*bis*), at least one twentieth of the company capital, or the extent envisaged in the articles of association for exercising company liability action in accordance with paragraphs 1 and 2 of article 2393-*bis*.

Privacy Policy

Pursuant to art. 13 of the Legislative Decree 196/2003 (Personal Data Protection Code – “Code”) any entity (natural and legal person, company or association from whom or which personal data are collected) is hereby informed about the processing of its personal data:

a) The purposes and modalities of the processing for which the data are intended

Personal data will be collected and processed exclusively for the check of the correct execution of the shareholders' meeting, identity verification and attendees validity, as well as further mandatory fulfilment and formalities related to the meeting and the company. During the meeting data are processed also by an audio recording system, in order to facilitate the draft of the meeting minute, which will be neither communicated nor disseminated. The recorded support will be held just for the time necessary to draft the minute, afterwards it will be destroyed. Data are processed by paper and IT devices, in accordance with the Code principles and in order to protect the privacy of the subject and its corresponding rights.

b) Mandatory or voluntary nature of providing the requested data:

The provision of personal data required, for the purposes and modalities of the processing as per the aforementioned, is mandatory to attend the meeting, pursuant to law (art. 2370 and following articles of the Civil Code), and for the relevant and corresponding fulfilment.

c) Consequences of the possible denial:

Missing or incomplete personal data communication will imply the subject not to be admitted to the meeting, as well as the impossibility to comply with law and contract requirement pursuant to the current related law.

d) Entities or categories of entity to whom or which the data may be communicated:

1) Collected data, with the exclusion of audio file, can be communicated within the limits applicable to the purposes of section a):

- To the subjects indicated in the point 2 below, in relation to the fulfilment of the legal or regulatory obligations (also considered that the company is listed on a regulated market and therefore it is subject to additional obligations and disclosure requirements).

2) Subjects that can be aware of personal data are as follows:

- employees of the corporate affairs department, of the Investor Relation department, administrative and managing bodies of the Company
- External consultants.

Collected data can be communicated within the prescribed limits applicable to the law

e) Rights

In any moment, the subject can exercise his rights towards the Data Controller, pursuant to the art. 7 of the Legislative Decree 196/2003 (quoted below), that is right to manage its data modifying or cancelling them if incomplete, wrong or collected in violation of law, as well as to oppose to the data processing for licit reasons.

Rights can be exercised by formal request to the Data Controller, also by proxy; the request can be sent via legal mail, fax or e-mail or, with reference to the right as per art. 7 clause 1 and 2, also verbally (in this case the request is noted by the Data Controller).

f) Data Controller

- Data Controller is Esprinet S.p.A. – Via Energy Park, n. 20 – 20871 Vimercate (MB)

- E-mail: privacy@esprinet.com.

Art. 7 - Right to Access Personal Data and Other Rights

1. The subject shall have the right to obtain confirmation as to whether or not personal data concerning him exist, regardless of their being already recorded, and communication of such data in intelligible form.
2. The subject shall have the right to be informed:
 - a) of the source of the personal data;
 - b) of the purposes and methods of the processing;
 - c) of the logic applied to the processing, if the latter is carried out with the help of electronic means;
 - d) of the identification data concerning data controller, data processors and the representative designated as per Section 5(clause 2);
 - e) of the entities or categories of entity to whom or which the personal data may be communicated and who or which may get to know said data in their capacity as designated representative(s) in the State's territory, data processor(s) or person(s) in charge of the processing.
3. The subject shall have the right to obtain
 - a) updating, rectification or, where interested therein, integration of the data;
 - b) erasure, anonymity or blocking of data that have been processed unlawfully, including data whose retention is unnecessary for the purposes for which they have been collected or subsequently processed;
 - c) certification to the effect that the operations as per letters a) and b) have been notified, as also related to their contents, to the entities to whom or which the data were communicated or disseminated, unless this requirement proves impossible or involves a manifestly disproportionate effort compared with the right that is to be protected.
4. A data subject shall have the right to object, in whole or in part,
 - a) on legitimate grounds, to the processing of personal data concerning him/her, even though they are relevant to the purpose of the collection;
 - b) to the processing of personal data concerning him/her, where it is carried out for the purpose of sending advertising materials or direct selling or else for the performance of market or commercial communication surveys.