

Esprinet S.p.A.

Registered office: Via Energy Park 20, Vimercate (MB)

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

Monza and Brianza Companies Register no. 05091320159

Tax no. 05091320159, VAT no. IT 02999990969

REA MB - 1158694

Shareholders' Meeting

28 April 2017 (first call)

04 May 2017 (second call)

Report by the Board of Directors on the motion contained in item 4) of the agenda for the Ordinary Shareholders' Meeting:

Proposal for authorisation to buy and sell treasury shares, within the maximum number permitted and over a period of 18 months; simultaneous withdrawal, for any unused part, of the authorisation granted by the shareholders' meeting on 04 May 2016.

(Drawn up pursuant to Article 73 of the regulations implementing Legislative Decree no. 58 of 24 February 1998 on the rules governing issuers adopted by Consob under resolution no. 11971 of 14 May 1999, as subsequently amended)

Dear Shareholders,

The agenda for the Ordinary Shareholders' Meeting called to approve the Company's Financial Statements for the year ended 31 December 2016, during which the Group's Consolidated Financial Statements will also be presented, contains a proposal to authorise the Board of Directors to buy,

within the maximum limit permitted, and sell treasury shares (simultaneous withdrawal, for any unused part, of the authorisation granted by the Shareholders' Meeting on 04 May 2016).

It is specified that Article 2357 of the Italian Civil Code, governing the purchase of treasury shares, lays down precise limits and specifically: a) that the Company may buy treasury shares only up to the amount of the distributable profits and available reserves posted in the last Financial Statements duly approved; b) that only fully paid-in shares can be purchased; c) that the purchase must be authorised by the Shareholders' Meeting, which must specify the conditions thereof and indicate, in particular, the maximum number of shares that can be bought, the duration (no greater than 18 months) for which authorisation is granted and the minimum and maximum sum that the Company can pay; d) that, for companies that use the risk capital market, the nominal value of the shares that are subsequently purchased cannot exceed one fifth of the share capital (also taking into account for that purpose any shares owned by subsidiary companies).

In addition, any such transactions to buy and sell treasury shares must be executed on the basis of the reasons and in the time and manner illustrated below in accordance with Article 132 of Legislative Decree 58 of 24 February 1998 (the "TUF"), with Articles 73 and 144-*bis* and with Appendix 3A, Schedule 4 of CONSOB Resolution 11971 of 14 May 1999 ("**Issuer Regulations**"), with Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052 and other current laws and regulations.

The reasons behind the request for authorisation to buy and sell treasury shares

The application for authorisation to purchase and dispose of treasury shares, which is the subject of the motion for authorisation to be submitted to the

Ordinary Shareholders' Meeting, is designed to achieve the following purposes, subject to compliance with Italian and EU legal and regulatory provisions as well as accepted market practices in force from time to time:

- (i) reduction in share capital, in value or number of shares;
- (ii) performance of the obligations arising from financial debt securities convertible or exchangeable with shares;
- (iii) (lii) fulfilment of obligations arising from share option programmes or other assignment of shares to employees or members of the board of directors of the Company or its subsidiaries or affiliates;
- (iv) stabilising or improving the liquidity of the Esprinet stock on the equity market;
- (v) the use of shares as remuneration for extraordinary operations or industrial and/or strategic projects, including through the exchange or transfer of shareholdings with other parties, in the context of transactions of interest to the Company;
- (vi) total or partial hedging of the positions set out in point v) above; and
- (vii) in order to buy treasury shares owned by employees of the Company or its subsidiaries and allotted or subscribed pursuant to Articles 2349 and 2441, paragraph 8 of the Italian Civil Code, or arising from compensation plans approved under Article 114-*bis* of the TUF.

As regards the previous authorisation granted by the Ordinary Shareholders' Meeting on 04 May 2016, it should be noted that the duration of that authorisation will expire during the course of the 2017 financial year (specifically on 04 November 2017). Therefore, it is proposed to grant fresh authorisation to buy and sell treasury shares for the purposes indicated above with the simultaneous withdrawal of the aforementioned authorisation granted by the Ordinary Shareholders' Meeting on 04 May 2016. As a result of the fresh authorisation granted to the Board of Directors, the previous authorisation granted on 04 May 2016 will be

deemed to have expired for the part still not executed and with effect from the date of the new shareholders' resolution.

Maximum number, category and nominal value of the shares to which the authorisation refers

At the date of this report, the Company's share capital is Euro 7,860,651.00, represented by no. 52,404,340 ordinary shares with a nominal value of € 0.15 each, fully released.

At the same date, the Company directly owns 646,889 treasury shares equal to 1.234% of the Company's share capital; subsidiaries have no shares in the Company, even through trustee companies or intermediary persons.

In view of the above, the Board of Directors proposes that the Shareholders' Meeting should authorise the purchase of ordinary shares in one or more tranches - taking also into account the number of shares that, in accordance with the previous authorisation to be withdrawn, are already held in portfolio by the Company on the date of approval of this authorisation - that does not exceed the maximum of 2,620,217 ordinary Esprinet shares (5% of the Company's share capital) without the use of derivatives.

The purchase of treasury shares will be within the limits of the distributable profits and the available reserves resulting from the latest regularly approved financial statements at the time of each transaction (even if applicable to less than one year), also considering any additional unavailability constraints that may have arisen later.

The authorisation also includes an option to subsequently dispose of the portfolio of shares (in whole or in part, or even more than once) even before the maximum amount of buyable shares has been exhausted and, if necessary, to repurchase the shares in such a way that the treasury shares held by the Company and, where applicable, its subsidiaries, do not exceed the limit set by the authorisation.

Additional useful information for assessing compliance with Article 2357(3) of the Italian Civil Code

The authorisation request, as it is formulated, respects the limiting requirement imposed by Article 2357(3) of the Italian Civil Code insofar as, by allowing a maximum of 2,620,217 shares to be bought (including, as stated beforehand, any already held in portfolio on the date of the Shareholders' Meeting), it observes the 20% limit of current share capital.

The size of available reserves and distributable profits as well as the verification of information for assessing compliance with the maximum purchase limit to which the authorisation refers will be verified at the time of the transaction.

The period of time for which authorisation is requested

The proposal for the authorisation to buy treasury shares specifies that the resolution lays down a limit of 18 months as of the date of the resolution of the Ordinary Shareholders' Meeting, the same as the maximum time period granted under Article 2357, second paragraph, of the Civil Code.

The Board may carry out the authorised transactions on one or more occasions, at any moment, to the extent and according to the times that it freely chooses in pursuance of current laws or regulations, and in the time and manner deemed most appropriate in the Company's interests.

The Board also seeks authorisation to sell treasury shares, in whole or in part and on one or more occasions, without any time limit.

Minimum and maximum amounts for buying and selling treasury shares

The Board of Directors proposes that the purchase price should be individually identified from time to time, taking into account the chosen means of carrying out the transaction and in compliance with the legal and regulatory requirements as well as current market practices in force, where

applicable.

In any case, the purchases must be made:

- i) for purchases on regulated markets, or employee purchases, at a unit price no more than 20% lower and no more than 20% higher than the official price recorded by the Company's ordinary shares on the trading day preceding each individual purchase transaction;
- ii) for purchases made by means of a takeover bid or exchange offer or by granting shareholders a put option proportional to the shares owned, at a unit price no more than 30% lower and no more than 30% higher than the official price recorded by the Company's ordinary shares in the ten trading days preceding the public announcement; and
- iii) subject to the provisions of paragraphs (i) and (ii) above, for a remuneration no higher than the higher price between the price of the last independent transaction and the price of the highest current independent buy offer at the place of negotiation where the purchase is made.

As far as selling is concerned, it is specified that time limits and/or restrictions will be those that best meet the Company's interests, taking into account the stock market prices recorded in the periods immediately preceding the date of each individual transaction and in any case in compliance with legal and regulatory requirements as well as current market practices (if applicable).

Release from the obligation of a takeover bid arising from approval of the resolution to authorise the purchase of treasury shares

Pursuant to Article 44-*bis*, first paragraph, of the Issuer Regulations, the treasury shares held, directly or indirectly, by the Company would be excluded from the share capital on the basis of which a material shareholding is calculated pursuant to Article 106, paragraphs 1 and 3(b), of the TUF for the purposes of the rules governing takeover bids.

This clause will not apply if the exceeding of the thresholds indicated in Article 106, paragraphs 1 and 3, letter b) of the TUF, leads to treasury shares being purchased, directly or indirectly, by Esprinet S.p.A. in pursuance of this resolution if the latter is approved including with the favourable vote of the majority of the issuer's shareholders present at the shareholders' meeting, other than the shareholders who signed the shareholders' agreement of 23 February 2016 ("**Parties to the Shareholders' Agreement**").

Consequently, if the proposal for a resolution is approved, even by a favourable vote by the majority of the Issuer's shareholders present in the Shareholders' Meeting, other than Parties to the Shareholders' Agreement, the purchase of treasury shares by the Company will not be counted against any shares purchased by Parties to the Shareholders' Agreement.

Ways in which treasury shares will be bought and disposed of

The Board of Directors proposes that purchases should be made in the following manner, to be identified from time to time without the use of derivatives, in compliance with Article 144-bis of the Issuers Regulations as subsequently amended, with Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as applicable market practices in force (if applicable) and any subsequent applicable provisions in order to allow the equal treatment of shareholders as provided for in Article 132 of the TUF:

- i) through a takeover bid or exchange offer;
- ii) on regulated markets, according to the operational procedures set out in the markets' rules of organisation and operation, which do not allow the direct matching of buying orders against predetermined selling orders;
- iii) by granting shareholders a put option proportional to the shares owned, to be exercised within a period of time corresponding to the duration authorised by the shareholders' meeting.

Pursuant to Article 132(3) of the TUF, the above operating methods do not

apply to the purchase of treasury shares owned by employees of the Company or its subsidiaries and allotted or subscribed pursuant to Articles 2349 and 2441, paragraph 8 of the Italian Civil Code, or arising from compensation plans approved under Article 114-*bis* of the TUF.

The maximum number of treasury shares purchased daily may not exceed 25% of the average daily volume of Esprinet shares traded on the market.

Instruments for the disposal and/or use of treasury shares in the portfolio or purchased on the basis of this proposal or in any case in the Company's portfolio through the transfer thereof, shall be exercised without any time constraint on one or more occasions, even before having exhausted the amount of treasury shares that may be purchased on or off the stock market, including through the sale of real and/or personal rights (including, but not limited to, securities lending) or by any means of disposal that the Board of Directors considers appropriate, and in any case in compliance with the applicable legal and regulatory requirements and practices, if applicable, in accordance with the following procedures:

- i) acts of disposal carried out within the framework of extraordinary transactions, including exchanges of shareholdings with other entities, can take place at the price or value that the Board of Directors deems consistent and in line with the transaction, based on the characteristics and nature of the transaction itself and also taking into account market trends;
- (ii) in the context of share incentive plans, at the price determined by the relevant corporate bodies under these programmes, taking into account market trends and tax-related and other regulations, where applicable;
- ii) acts of disposal of treasury shares carried out on regulated markets can take place at a unit price no more than 20% lower and no more than 20% higher than the official price recorded by the Company's ordinary shares on the trading day preceding each individual disposal transaction.

It is specified that the authorisation to sell treasury shares requested in this proposal is also understood to be granted in relation to any treasury shares already owned by the Company on the date of the authorising shareholders' resolution.

Treasury shares held in portfolio will be sold in compliance with current laws and regulations on the trading of listed shares and can take place on one or more occasions, and with the frequency deemed appropriate in the Company's interests.

The resolution for authorising the Plan must expressly specify, in accordance with Article 2357 of the Italian Civil Code, that the Company may only purchase fully paid-in shares and may buy treasury shares only up to the amount of the aggregate distributable profits and available reserves posted in the last approved financial statements.

The Board of Directors of the Company will use an authorised intermediary to purchase and/or sell treasury shares.

On the basis of the foregoing, the Board of Directors proposes that the Shareholders' Meeting, having read the content of this Report, approves the proposal authorising the Board to buy and sell treasury shares and submits to the Shareholders' Meeting the following motion:

"Dear Shareholders,

having noted that if the following resolution is approved also with the favourable vote of the majority of Esprinet SpA shareholders present at the Shareholders' Meeting, other than shareholders who signed the shareholders' agreement of 23 February 2016, the exemption provided by the combined provisions of Article 106(1) and (3) of the TUF and Article 44-bis(2) of the Issuers Regulations will apply for the aforementioned shareholders who entered into the shareholders' agreement of 23 February 2016, we submit for your attention the proposal to:

(i) withdraw, pursuant to Article 2357 of the Civil Code, the authorisation to buy and dispose of the as-yet-unused portion of treasury shares granted by the Ordinary Shareholders' Meeting of 04 May 2016;

(ii) issue a new authorisation to the Board of Directors, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, with powers of subdelegation, for the purchase, on one or more occasions, of 2,620,217 Esprinet ordinary shares, equal to 5% of the share capital of the Company, taking into account treasury shares already owned by the Company and any held by subsidiaries, for a period of 18 months from the date of this resolution and in order to achieve the purposes set out in the Board of Directors' report. The purchase of treasury shares will be made within the limits of the distributable profits and the available reserves resulting from the last financial statements that are regularly approved at the time of each transaction (even if covering a period of less than one year).

Purchases shall be made without the use of derivatives in compliance with and following procedures set out in the provisions of law and EU and other regulations in force at the time and in particular, without limitation, in accordance with the provisions of Article 132 of the TUF (also taking into account the provisions of paragraph 3 of the same Article), with Article 144-bis of the Issuers Regulations, Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as current market practices (if applicable) and shall be carried out:

A) for purchases on regulated markets, or employee purchases, at a unit price no more than 20% lower and no more than 20% higher than the official price recorded by the Company's ordinary shares on the trading day preceding each individual purchase transaction;

B) for purchases made by means of a takeover bid or exchange offer or by granting shareholders a put option proportional to the shares owned, at a unit price no more than 30% lower and no more than 30% higher than the official price recorded by the Company's ordinary shares in the ten trading days preceding the public announcement; and

C) subject to the provisions of paragraphs (A) and (B) above, for a remuneration no higher than the higher price between the price of the last independent transaction and the price of the highest current independent buy offer at the place of negotiation where the purchase is made.

(iii) to authorise the Board of Directors, with right of sub-delegation, pursuant to Article 2357-ter of the Civil Code, to sell in whole and/or in part, on one or more occasions, without time restriction, any treasury shares purchased even before having finished making purchases, keeping all the necessary or expedient accounting records, in accordance with the applicable laws and regulations and with the relevant accounting principles, for the achievement of objectives and under the terms and conditions established by the Board of Directors' report in the manner considered to be most appropriate in the interests of the Company, even before the maximum amount of shares is available and, if necessary, to repurchase the shares in such a way that the treasury shares held by the Company and, where appropriate, by the company's subsidiaries do not exceed the limit set by the authorisation.

(iv) to grant the Board of Directors, with specific right of subdelegation, any powers necessary to execute this resolution, with the express power to delegate the right to carry out purchases and disposals of treasury shares under this resolution to authorised intermediaries, where appropriate and merely as an example".

Vimercate, 21 March 2017

For and on behalf of the Board of Directors

The Chairman

Francesco Monti