

ESPRINET S.p.A.

Head-quarter in Vimercate (MB), Via Energy Park n. 20

Share capital € 7,860,651.00, fully paid-up

Listed on the Register of Companies of Milan, Monza Brianza, Lodi under no.
05091320159

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

Website: www.esprinet.com

Notice of Ordinary and Extraordinary Shareholders' Meeting

The Ordinary and Extraordinary Meeting of Esprinet S.p.A. («**Company**» or «**Esprinet**») will be held at Studio Notarile Marchetti, Milano, Via Agnello no. 18, at 11:00 a.m. on 25 May 2020 - single call, to discuss the following

Agenda**Ordinary part**

1. Financial statements as at 31 December 2019:
 - 1.1 Approval of the Financial Statements as at 31 December 2019, Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2019 and Consolidated Non-Financial Disclosure in accordance with Italian Legislative Decree 254/2016 - 30/12/2016 - Sustainability Report.
 - 1.2 Allocation of the result for the year.
2. Report on the Remuneration Policy and the compensation paid:
 - 2.1 Binding resolution on the first section pursuant to Art. 123-ter, paragraph 3-*bis* of the TUF (Consolidated Law on Finance).
 - 2.2 Non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6 of the TUF.
3. Proposal to revoke the authorisation to purchase own shares approved by the Shareholders' Meeting of 8 May 2019.

Extraordinary part

1. Cancellation of 1,470,217 own shares in the portfolio, with no reduction of share capital, and subsequent amendment of art. 5 of the company Articles of Association. Inherent and consequent resolutions.

It should be noted that the date and/or place of and/or the attendance and/or the methods for voting and/or holding the Shareholders' Meeting stated in this Notice of Call remain subject to compatibility with the regulations in force or the measures issued by the competent Authorities due to the "Covid-19" epidemiological emergency.

Any changes will be promptly disclosed in the same manner as for the publication of the Notice and/or through the communication channels required by the regulations in force from time to time.

Due to the current health emergency, in compliance with Italian Decree Law no. 18 of 17 March 2020 ("**Decree no. 18**"), the Company has established that **attendance of the Shareholders' Meeting shall take place exclusively through a designated representative, pursuant to Art. 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998 ("TUF").**

The designated representative may also be granted proxies and/or sub-proxies pursuant to Art. 135-*novies* of the TUF, as an exception to Art. 135-*undecies*, paragraph 4, of the same decree, in order to allow the widest possible use of this remote voting tool by all shareholders, in accordance with the fundamental principles of protection of the health of the Company shareholders, employees, representatives and consultants.

Attendance of the Shareholders' Meeting by those authorised (the chairman, the chief executive officer, the chairman of the Board of Statutory Auditors, the other members of the corporate bodies, the secretary, the designated representative, the independent auditor and/or the employees authorised by the chairman), in consideration of the limitations that may arise because of the above mentioned health requirements, may take place exclusively by means of telecommunications that allow their identification, in the manner individually communicated to them, in compliance with the regulations in force in this case.

For information on the Share Capital, entitlement to attend the meeting, on the amendment to the agenda and presentation of new resolution proposals, and voting by proxy and right to ask questions about the items on the agenda, refer to the whole text of the call published on the Company's internet site www.esprinet.com, Investor Relations - Corporate Documentation - 2020 Shareholders' Meeting.

DOCUMENTATION

Documentation relating to the Shareholders' Meeting, together with the resolution proposals will be made available to the public within the time limits required by law, in the manner set by the regulations in force, with the Shareholders and those that have the right to vote being entitled to obtain a copy of it. This documentation will be available at the head-quarter, as well as at the *eMarket Storage* service at www.emarketstorage.com. and on the Company's website www.esprinet.com Investor Relations - Corporate Documentation - 2020 Shareholders' Meeting section.

In compliance with the ongoing "Covid-19" health emergency containment measures issued by the competent authorities, the public is asked to avoid accessing the head-quarter to acquire the documentation in question for as long as these measures are in place.

The Directors' Reports on items 1 and 3 on the Agenda of the Ordinary Part and item 1 of the Extraordinary Part are published at the same time as this Notice, while the annual financial report with the other documents referred to in Art. 154-*ter* of the TUF, the Consolidated Non-Financial Disclosure and

the Report on the Remuneration Policy and the emoluments paid will be published by 30 April 2020.

The Company reserves the right to integrate and/or modify the content of this Notice if necessary as a result of the evolution of the current "Covid-19" emergency situation.

Vimercate, 24 April 2020

Of behalf of the Board of Directors
The Chairman
Maurizio Rota