

**SUB-PROXY
FORM ¹**

The undersigned

Corporate/Trading Name - Surname and Forename

Tax code	Date of birth	Place of birth	Province of birth
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Address of residence/Registered office	Municipality	Province
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Telephone	E-mail
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entitled to vote with _____ ordinary shares of Esprinet S.p.A., (the “**Company**” or “**Esprinet**”), in the capacity of

Appointed as a proxy voter by _____ Shareholders with voting right, in accordance with the **copy of the proxies issued by each entitled Shareholder**

Declaring, under his/her own responsibility, that the proxy conforms to the original copy and the certifying the identity of the proxy granters, in the name and on behalf of the same

GRANTS A SUB-PROXY TO

Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 – Milan (VAT no. 07271340965), which may choose to be replaced by Dario Trevisan, lawyer, born in Milan on 04/05/1964 (Tax Code TRVDRA64E04F205I), or Camilla Clerici, lawyer, born in Genoa on 19/01/1973 (Tax Code CLRCLL73A59D969J), or Giulio Tonelli, lawyer, born in La Spezia on 27/02/1979 (Tax Code TNLGLI79B27E463Q), or Valeria Proli, lawyer, born in Novara on 24/10/1984 (Tax Code PRLVLR84R64F952S), or Raffaella Cortellino, lawyer, born in Barletta (BA) on 04/06/1989 (Tax Code CRTRFL89H44A669V), or Andrea Ferrero, lawyer, born in Turin on 05/05/1987 (Tax Code FRRNDR87E05L219F), or Gaetano Faconda, lawyer, born in Trani (BA) on 02/10/1985 (Tax Code FCNGTN85R02L328O), or Luca Vetrugno, born in Galatina (LE) on 25/02/1994 (Tax Code VTRLCU94B25D862Q), or Marco Esposito born in Monza on 30/08/1992 (Tax Code SPSMRC92M30F704H), or Chiara Bevilacqua, lawyer, born in Valdagno (VI) on 03/02/1976 (Tax Code BVLCHR76B43L551U), or Beatrice Maria Mero, born in Milan on 22/06/1987 (Tax Code MREBRC87H62F205C), or Tania Scatamacchia, born in Melfi (PZ) on 28/02/1987 (Tax Code SCTTNA87B68F104C), all domiciled for the purposes of this proxy at Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 – Milan

to attend and vote on behalf of the proxy granters in the Ordinary and Extraordinary Shareholders’ Meeting of Esprinet S.p.A., convened on 25 May 2020, at 11:00 a.m., on first and sole call, at Studio Notarile Marchetti, in Milan, Via Agnello no. 18

Studio Legale Trevisan & Associati hereby declares that it has no personal interest with respect to the proposed resolutions put to the vote. However, considering the possible contractual relationships that exist with some of the substitutes and the Company and, in any event, for all legal purposes, it is expressly declared that, should any unknown circumstances arise, or in the event of amendment or supplementing of the proposals submitted to the Shareholders’ Meeting, neither Studio Legale Trevisan & Associati and/or its substitutes shall cast a vote different from that indicated in the instructions.

Place and Date

Signature ² (in full and legible)

Annexes

- a) **Copy of the ID card or equivalent document of the proxy granting a sub-proxy**
- b) **Copy of the proxies of each Shareholder granting a proxy and the subject of a sub-proxy**

¹Any party authorised to attend the Shareholders’ Meeting shall be represented by means of a written proxy or sub-proxy in accordance with the relevant legal provisions, with the option of using, for the purpose, this sub-proxy form available on the Company website, under “Investor Relations – Corporate Documents – 2020 Shareholders’ Meeting”. The sub-proxies and proxies, together with any annexes, shall be sent by post to the Company, at Via Energy Park no. 20, 20871 – Vimercate (MB), to the attention of the Corporate and Legal Affairs office, or by certified e-mail to esprinet@legalmail.it, or by e-mail to investor@esprinet.com or, alternatively, to Studio Legale Trevisan & Associati, by post, to Viale Majno no. 45, 20122, Milan – Italy, or by certified e-mail to rappresentante-designato@pec.it or by e-mail to rappresentantedesignato@trevisanlaw.it, no later than 12:00 p.m. on 22 May 2020.

² Should the proxy be granted by a legal entity, include the relevant stamp.

- c) **Copy of the ID card or equivalent document of each Shareholder granting a proxy**
- d) **Voting instructions for each Shareholder granting a proxy**

NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

It should be understood that, pursuant to articles 13 and 14 of Regulation (EU) 2016/679 (hereinafter also referred to as the “**GDPR**”), the data contained in the proxy template will be processed by Studio Legale Trevisan & Associati, (hereinafter also referred to as the “**Data Controller**” or “**Controller**”) for the purposes of managing the proxy in shareholder’s meetings, in compliance with the legislation in force concerning the processing of personal data.

The data may be made known to colleagues of the Data Controller specifically authorised to process them, as Data Processors or Data Processing Officers, to pursue the purposes indicated above: these data may be disclosed to specific parties to satisfy a legal or regulatory requirement or EU legislation, or based on provisions laid down by authorities authorised to do so by the law or by supervisory and control bodies. The Controller may also, in the pursuit of the aforementioned purposes, need to disclose personal data to third parties, such as, for example, Studio Legale Trevisan & Associati and/or the Company.

Consent is required; if consent to the processing of data is withheld, it will be impossible to enable the proxy to participate in the Shareholders’ Meeting.

The Data Controller is Studio Legale Trevisan & Associati, with offices at Viale Majno 45 and domicile also at Corso Monforte 36, 20122 Milan.

The Controller may be contacted using the following details:

- Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan;
- +39028051133 / +3902877307.

The personal data will be processed in accordance with the provisions laid down in the GDPR, using paper, computer and telematic tools, according to a rationale strictly linked to the purposes indicated and, in any event, using procedures suitable for ensuring the secrecy and confidentiality thereof in compliance with the provisions laid down by article 32 of the GDPR. Your personal data will be processed for the time necessary for fulfilling the processing purposes described above, at the end of which they will be kept, where necessary, for the period of time stipulated by the legislation in force.

The data subject is entitled to exercise the rights enshrined in articles 15 to 21 of the GDPR, i.e. to know, at any time, which data are held by the Company, their origin and how they are used, to request their update, rectification, completion or erasure, to block them or request their portability or object to their processing using the addresses mentioned above.

The data subject is entitled to withdraw consent and lodge a complaint with the Autorità Garante per la protezione dei dati personali, at Piazza Venezia no. 11, 00187, Rome (RM).

The above rights may be exercised, with respect to the Controller, using the contact details indicated at the start of this notice.

Your rights as a data subject may be exercised free of charge pursuant to article 12 of the GDPR. However, in the case of clearly unfounded or excessive requests, including as regards repetition, the Controller may charge you a reasonable sum as a contribution to costs, in consideration of the administrative expenses incurred for managing your request, or refuse to satisfy the said request, providing reasons for so doing.

Voting Instructions:

(Section containing information for the Proxy – Tick the chosen box)

The undersigned, Mr/MS

_____ (enter the name of the proxy
granter or, if more than one, attach a list of the names of the respective proxy granters who shall vote in uniform fashion for all the
proxies issued to the proxy that signs this form on their behalf)

or alternatively, if a legal entity

(enter name of Body/Company)

_____ (see above)

expressly authorises the Proxy and Substitutes to vote in accordance with the following voting instructions at the Ordinary
and Extraordinary Shareholders' Meeting of **Esprinet S.p.A.** ISIN code IT0003850929 convened:
at Studio Notarile Marchetti, in Milan, Via Agnello no. 18
on 25 May 2020 at 11:00 a.m., on first and sole call,

<i>O.1.1. Approval of the Financial statements as at 31 December 2019, Directors' Report on Operations, Board of Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial statements as at 31 December 2019 and of the consolidated non-financial disclosure pursuant to Italian Legislative Decree no. 254 of 30/12/2016 – Sustainability Report.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.1.2. Allocation of the result for the year.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.2.1. Report on remuneration policy and compensation paid: Binding resolution on the first section pursuant to art. 123-ter, paragraph 3-bis of the TUF (Consolidated Law on Finance).</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.2.2. Report on remuneration policy and compensation paid: Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 6 of the TUF (Consolidated Law on Finance).</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>O.3. Proposed revocation of the authorisation to purchase own shares resolved by the Shareholders' Meeting on 8 May 2019.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i>E.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.</i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain

Place _____, Date _____

The following documents

- e) Sub-proxy
- f) Copy of the ID card or equivalent document of the proxy granting a sub-proxy
- g) Copy of the proxies of each Shareholder granting a proxy and the subject of a sub-proxy
- h) Copy of the ID card or equivalent document of each Shareholder granting a proxy

shall be sent to the Company by post at Via Energy Park no. 20, 20871 – Vimercate (MB), to the attention of the Corporate and Legal Affairs office, or by certified e-mail to esprinet@legalmail.it, or by e-mail to investor@esprinet.com or, alternatively, to Studio Legale Trevisan & Associati, by post at Viale Majno no. 45, 20122, Milan – Italy, or by certified e-mail to rappresentante-designato@pec.it or by e-mail to rappresentantedesignato@trevisanlaw.it, no later than 12:00 p.m. on 22 May 2020.

Signature (in full and legible)

in the name and on behalf of my proxy granters

For any clarifications regarding the conferral of the proxy (and, in particular, completing and sending the proxy form and voting instructions), shareholders authorised to attend the Shareholders' Meeting may contact not only the Designated Representative, at the addresses indicated above and/or at the number 800134679 (in working days and hours), but also the Company, Corporate and Legal Affairs Office, using the number +39 0240496304