

**ESPRINET S.p.A.**

Headquarters in Vimercate (MB), Via Energy Park no. 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](http://www.esprinet.com)

**Notice of Ordinary Shareholders' Meeting**

The Ordinary Shareholders' Meeting of Esprinet S.p.A. ("**Company**" or "**Esprinet**") will be held at Studio Notarile Marchetti, Milan, Via Agnello no. 18, at 11:00 a.m. on 7 April 2021, in single call, to discuss the following

**Agenda**

1. Financial Statements as at 31 December 2020:
  - 1.1 Approval of the Financial Statements as at 31 December 2020, Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2020.
  - 1.2 Allocation of the result for the year.
  - 1.3 Dividend distribution.
2. Appointment of the Board of Directors for the years 2021-2023.
  - 2.1 Determination of number of members.
  - 2.2 Determination of duration of term in office.
  - 2.3 Appointment of Directors.
  - 2.4 Appointment of the Chairman of the Board of Directors.
  - 2.5 Determination of relative compensation.
3. Appointment of members of the Board of Statutory Auditors for the years 2021-2023.
  - 3.1 Appointment of members.
  - 3.2 Appointment of the Chairman.
  - 3.3 Determination of compensation.
4. Report on the Remuneration Policy and Compensation Paid:
  - 4.1 Binding resolution on the first section pursuant to Art. 123-ter, paragraph 3-bis of the TUF (Consolidated Law on Finance).
  - 4.2 Non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6 of the TUF.
5. Proposal to authorise the purchase and sale of own shares, within the maximum number permitted and with a term of 18 months.
6. Proposal to approve a Long-Term Incentive Plan, in relation to remuneration policies and in accordance with Article 114-bis of Legislative Decree 58/1998, for members of the Group's Board of Directors and executives for the three-year period 2021-2023. The purpose of the plan is the free allocation of ordinary shares in the Company ('Performance Stock Grant') to beneficiaries designated by the Board of Directors.

7. Supplement to the fees for the independent audit of the consolidated financial statement accounts of Esprinet S.p.A.; inherent and consequent resolutions.

It should be noted that the date and/or location and/or attendance and/or 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 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 ongoing health emergency, in compliance with Decree Law Decree no. 18 of 17 March 2020, containing "*Measures to enhance the healthcare service and economic support for families, workers and businesses related to the epidemiological emergency from Covid-19*", in Art. 106 - whose applicability has been extended pursuant to Art. 71 of Decree Law no. 104 of 14 August 2020, Art. 1, paragraph 3 of Decree Law no. 125 of 7 October 2020 and, most recently, Art. 3, paragraph 6, of Decree Law no. 183 of 31 December 2020 - **the Company has established that participation in the Shareholders' Meeting shall take place exclusively through the designated representative, pursuant to Art. 135-*undecies* of Legislative Decree no. 58 of 24 February 1998, ("TUF" or Consolidated Law on Finance).**

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's shareholders, employees, representatives and consultants.

Participation in the Shareholders' Meeting by those legitimately entitled to do so (the Chairman, Chief Executive Officer, Chairman of the Board of Statutory Auditors, other representatives of corporate bodies, the Secretary, the Designated Representative, independent auditors and/or employees and/or associates authorised in this regard by the Chairman), in consideration of the limits which may apply in view of the aforementioned health requirements, can only take place via means of telecommunication which allow them to be identified, with the methods communicated to them on an individual basis, in respect of the applicable regulatory provisions for said eventuality.

For information on the Share Capital, entitlement to attend the meeting, on the amendment to the agenda and presentation of new resolution proposals, voting by proxy, right to ask questions about the items on the agenda, appointment of members of the Board of Directors and of Board of Statutory Auditors, or refer to the whole text of the call published on the Company's internet site [www.esprinet.com](http://www.esprinet.com).

## **DOCUMENTATION**

Documentation relating to the Shareholders' Meeting, together with the resolution proposals, will be made available to the public within the deadlines established 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 headquarters, as well as at the *eMarket Storage* service at [www.emarketstorage.com](http://www.emarketstorage.com) and on the Company's website [www.esprinet.com](http://www.esprinet.com), "*Investors – 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 entering the headquarters to acquire the documentation in question for as long as these measures are in place.

The Company reserves the right to supplement and/or modify the content of this Notice if necessary, as a result of changes in the current Covid-19 emergency situation.

Vimercate, 19 February 2021

On behalf of the Board of Directors  
The Chairman  
Maurizio Rota