

**SUB-PROXY  
FORM <sup>1</sup>**

The undersigned

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Corporate/Trading Name - Surname and Forename

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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**, headquartered in Milan, Viale Majno no. 45, represented by Dario Trevisan, lawyer, born in Milan on 04/05/1964 (Tax Code TRVDRA64E04F205I), or on his behalf 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 Tania Scatamacchia, born in Melfi (PZ) on 28/02/1987 (Tax Code SCTTNA87B68F104C), or Beatrice Maria Mero, born in Milan on 22/06/1987 (Tax Code MREBRC87H62F205C), or Marco Esposito born in Monza (MB) on 30/08/1992 (Tax Code SPSMRC92M30F704H), or Chiara Bevilacqua, born in Valdagno (VI) on 03/02/1976 (Tax Code BVLCHR76B43L551U), 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 Shareholders’ Meeting of Esprinet S.p.A., convened on 7 April 2021, 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 nor its substitutes shall cast a vote different from that indicated in the instructions.

Place and Date

Signature <sup>2</sup> (in full and legible)

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<sup>1</sup>Any 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 “Investors – 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](mailto:esprinet@legalmail.it), or by e-mail to [investor@esprinet.com](mailto:investor@esprinet.com) or, alternatively, to Studio Legale Trevisan & Associati, to Viale Majno no. 45, 20122, Milan – Italy, or by certified e-mail to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or by e-mail to [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it), no later than 12:00 p.m. on 2 April 2021.**

<sup>2</sup> Should the proxy be granted by a legal entity, include the relevant stamp.

**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 Shareholders' Meeting of Esprinet S.p.A. ISIN code IT0003850929 convened: at Studio Notarile Marchetti, in Milan, Via Agnello no. 18 on 7 April 2021 at 11:00 a.m., on first and sole call.

<i><b>O.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</b></i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.1 Financial Statements as at 31 December 2020: 1.2. Allocation of the result for the year.</b></i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.1 Financial Statements as at 31 December 2020: 1.3 Dividend distribution</b></i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.2 Appointment of the Board of Directors for the years 2021-2023: 2.1 Determination of number of members</b></i>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.2 Appointment of the Board of Directors for the years 2021-2023: 2.2 Determination of duration of term in office</b></i>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.2 Appointment of the Board of Directors for the years 2021-2023: 2.3 Appointment of Directors</b></i>	<input type="checkbox"/> In favour of the List nr... submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.2 Appointment of the Board of Directors for the years 2021-2023: 2.4 Appointment of the Chairman of the Board of Directors</b></i>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.2 Appointment of the Board of Directors for the years 2021-2023: 2.5 Determination of relative compensation.</b></i>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.3 Appointment of members of the Board of Statutory Auditors for the years 2021-2023: 3.1 Appointment of members.</b></i>	<input type="checkbox"/> In favour of the List nr... submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.3 Appointment of members of the Board of Statutory Auditors for the years 2021-2023: 3.2 Appointment of the Chairman.</b></i>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.3 Appointment of members of the Board of Statutory Auditors for the years 2021-2023: 3.3 Determination of compensation.</b></i>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.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).</b></i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<i><b>O.4 Report on the Remuneration Policy and Compensation Paid:</b></i>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain

<b>4.2 Non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6 of the TUF.</b>			
<b>0.5 Proposal to authorise the purchase and sale of own shares, within the maximum number permitted and with a term of 18 months.</b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b>0.6 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.</b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b>0.7 Supplement to the fees for the independent audit of the consolidated financial statement accounts of Esprinet S.p.A.; inherent and consequent resolutions.</b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain

Place \_\_\_\_\_, Date \_\_\_\_\_

**The following documents:**

- a) Sub-Proxy
- b) Voting instructions for each delegating Shareholder
- c) Copy of the identity card or equivalent document of the sub-delegating delegate
- d) If the sub-delegating proxy is a legal person, a copy of an identity document, currently valid, of the *pro tempore* legal representative, or of another person with appropriate right, together with appropriate documentation attesting to their qualification and powers (copy of a Chamber of Commerce certificate or similar)
- e) Copy of the proxies of each delegating Shareholder and subject of sub-delegation
- f) If the delegating Shareholder is a legal person, a copy of an identity document, currently valid, of the *pro tempore* legal representative, or of another party with appropriate right, together with appropriate documentation attesting to their qualifications and powers (copy of the Chamber of Commerce register or similar)
- g) Copy of the identity card or equivalent document of each delegating Shareholder
- h) Copy of the accreditation certification of each Proxy Shareholder issued by its bank or intermediary

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](mailto:esprinet@legalmail.it), or by e-mail to [investor@esprinet.com](mailto:investor@esprinet.com) or, alternatively, to Studio Legale Trevisan & Associati, at Viale Majno no. 45, 20122, Milan – Italy, or by certified e-mail to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or by e-mail to [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it), no later than 12:00 p.m. on 2 April 2021.

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).

## 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.

Date and Place

Signature<sup>2</sup> (in full and legible)