



**Voting Instructions:**  
**(Section containing information for the Proxy – Tick the chosen box)**

The undersigned, Mr/MS

\_\_\_\_\_ (enter name of proxy granter)

**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 24 April 2024 at 2:00 p.m., on first and sole call.

<b><i>O.1 Financial Statements as at 31 December 2023</i></b>			
<b><i>O.1.1 Approval of the Financial Statements as at 31 December 2023, Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2023 and the Consolidated Non-Financial Statements pursuant to Legislative Decree No. 254 of 30/12/2016 - Sustainability Report.</i></b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.1.2 Allocation of the result for the year.</i></b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.2 Appointment of the Board of Directors for the period 2024/2026</i></b>			
<b><i>O.2.1 Determination of number of members.</i></b>	<input type="checkbox"/> In favor of the proposal submitted by Board of Director  <input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.2.2 Determination of duration of term in office.</i></b>	<input type="checkbox"/> In favor of the proposal submitted by Board of Director  <input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.2.3 Appointment of Directors.</i></b>	<input type="checkbox"/> In favor of the proposal submitted by Board of Director  <input type="checkbox"/> In favour of the List nr... submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.2.4 Appointment of the Chairman of the Board of Directors.</i></b>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.2.5 Determination of relative compensation.</i></b>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>O.3 Appointment of members of the Board of Statutory Auditors for the period 2024/2026</i></b>			

<b><i>0.3.1 Appointment of members.</i></b>	<input type="checkbox"/> In favour of the List nr...submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>0.3.2 Appointment of the Chairman.</i></b>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>0.3.3 Determination of the compensation.</i></b>	<input type="checkbox"/> In favour of the proposal submitted by .....	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>0.4 Report on the Remuneration Policy and Related Compensation</i></b>			
<b><i>0.4.1 Binding resolution on the first section pursuant to Art. 123-ter, paragraph 3 of the TUF.</i></b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>0.4.2 Non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 4 of the TUF.</i></b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>0.5 Motion for approval of a Compensation plan for members of the Board of Directors and managers of the group, valid for the three-year period 2024/2025/2026</i></b>			
<b><i>0.5 Motion for approval, in accordance with remuneration policies and pursuant to art. 114-bis of Legislative Decree 58/1998, of a Compensation plan ("Long-Term Incentive Plan") for members of the Board of Directors and managers of the group, valid for the three-year period 2024/2025/2026 and concerning the allocation of stock grant rights ("Performance Stock Grant") to beneficiaries, to be identified by the Board of Directors.</i></b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain
<b><i>0.6 Proposal to authorise the purchase and disposal of own shares</i></b>			
<b><i>0.6 Proposal to authorise the purchase and disposal of own shares, within the maximum number permitted and with a term of 18 months; contextual revocation, for any unused portion, of the authorisation resolved by the Shareholders' Meeting of 20 April 2023.</i></b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Opposed	<input type="checkbox"/> Abstain

Place and Date

Signature<sup>3</sup> (in full and legible)

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**LIABILITY ACTION**

In the event of a vote on a liability action brought pursuant to article 2393, paragraph 2, of the Italian Civil Code by shareholders at the time of the approval of the financial statements, the undersigned shall appoint the Designated Representative to vote in accordance with the following instruction:

IN FAVOUR

OPPOSED

ABSTAIN

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

Signature \_\_\_\_\_

**The following documents**

- a) **The Proxy**
- b) **Voting Instructions**
- c) **Copy of the ID card or equivalent document of the proxy granter**
- 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 powers, together with appropriate documentation attesting to their qualification and powers (copy of a Chamber of Commerce certificate or similar)**
- e) **Copy of the accreditation certification issued by the 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, by post 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 23 April 2024 (without prejudice to the fact that the Proxy can accept proxies and/or sub-proxies and/or voting instructions also after the aforementioned term).

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N.B. 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.

Place ....., Date.....

Signature .....