

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

NOTICE OF CALL 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 2:00 p.m. on 24 April 2024, in single call, to discuss the following

Agenda

1. Financial Statements as at 31 December 2023
 - 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.
 - 1.2 Allocation of the result for the year.
2. Appointment of the Board of Directors for the period 2024/2026
 - 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 period 2024/2026
 - 3.1 Appointment of members.
 - 3.2 Appointment of the Chairman.
 - 3.3 Determination of the compensation.
4. Report on the Remuneration Policy and Related Compensation
 - 4.1 Binding resolution on the first section pursuant to art.123-ter, paragraph 3 of the TUF.
 - 4.2 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF.
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.

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.

The Company decided to make use of the right - pursuant to art. 106 of Decree Law no. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020, the effectiveness of which was most recently extended by Decree-Law No. 215 of 30 December 2023 ("Decreto Milleproroghe"), converted by Law No. 18 of 23 February 2024 - to provide that shareholders' participation in the Shareholders' Meeting shall take place **solely through the "Designated Representative"** pursuant to art. 135-*undecies* of Legislative Decree No. 58/98 ("TUF"). In derogation of art. 135-*undecies*, paragraph 4, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to art. 135-*novies* of the TUF.

The participation in the Shareholders' Meeting of the persons entitled to attend, who are not the same as the ones entitled to vote, (the Chairperson, the Chief Executive Officer, the Chairperson of the Board of Statutory Auditors, the other members of the corporate bodies, the secretary, the Designated Representative, the independent auditors and/or the employees and/or associates authorised by the Chairperson), may also take place by means of telecommunications that allow for their identification, without the need, in any case, for the Chairperson of the Shareholders' Meeting and the person responsible for taking the minutes (secretary or notary) to be in the same location, in compliance with the applicable regulations for this eventuality. The instructions and the methods for participation in the shareholders' meeting will be communicated to them on an individual basis.

With reference to the appointment of corporate bodies, it should be noted, in particular, that slates must be filed by 30 March 2024.

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, of refer to the whole text of the call published on the Company's internet site 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 and on the Company's website www.esprinet.com, "*Investors - Shareholders' Meeting*" section.

Vimercate, 14 March 2024

On behalf of the Board of Directors
The Chairman
Maurizio Rota