

ESPRINET S.p.A.

Headquarters in Vimercate (MB), Via Energy Park no. 20

Share Capital EUR 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 Extraordinary Shareholders' Meeting

The Extraordinary Shareholders' Meeting of Esprinet S.p.A. (the "**Company**" or "**Esprinet**") will be held at Studio Notarile Marchetti, Milan, Via Agnello no. 18, at 12:00 p.m. on 6 September 2024, in single call, to discuss the following

Agenda

1. Proposal to amend Articles 8, 10, 12, 16 and 19 of the Articles of Association; inherent and consequent resolutions.

As permitted by Article 106, paragraph 4, of Italian Decree-Law No. 18 of 17 March 2020, converted into law with amendments by Italian Law No. 27 of 24 April 2020 ("**Decreto Legge n. 18**"), the term of which was most recently extended by Italian Law No. 21 of 5 March 2024, ("**Legge Capitali**"), the Company has chosen to make use of the option to require that shareholders' participation in the Shareholders' Meeting shall take place **solely through the designated representative ("Designated Representative"**, as identified below) pursuant to Article 135-*undecies* of Italian Legislative Decree No. 58/98 (Consolidated Law on Finance, "**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 persons entitled to attend the Shareholders' Meeting, who are not the same as those entitled to vote, (the Chair, the Chief Executive Officer, the Chair 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 Chair), may also participate by means of telecommunication that allow for their identification, without the need, in any case, for the Chair 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 participants on an individual basis.

INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL

The Company's subscribed and fully paid-up share capital amounts to EUR 7,860,651.00, represented by 50,417,417 ordinary shares with no indication of par value, all with voting rights. At the date of this Notice, the Company holds 974,915 own shares, for which the voting right has been suspended pursuant to law. The share capital structure is available on the Company's website, <https://www.esprinet.com>, in the section "*Investors – Esprinet on the Stock Market*".

The shares are registered and indivisible, may be freely transferred, and are subject to the provisions of the laws applicable to joint ownership.

ENTITLEMENT TO ATTEND THE MEETING

In accordance with the law, attendance at the Shareholders' Meeting and the right to vote, exclusively by means of a proxy and/or sub-proxy to the Designated Representative, in accordance with the provisions of Art. 106 of Decree Law no. 18 and in the manner indicated below, are granted to the parties for which the intermediary has sent the Company the appropriate communication certifying the entitlement. This communication is based on the relevant evidence at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **28 August 2024** ("*record date*"); credit and debit entries made in the accounts after this deadline will not be considered for the purposes of the entitlement to attend and to exercise the right to vote at the Shareholders' Meeting; therefore, those who hold Company shares only after this deadline will not have the right to attend and vote at the Shareholders' Meeting. Relevant communications by the authorised intermediaries must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, i.e. by **3 September 2024**. However, this is without prejudice to the entitlement to attend and vote if the communications are received by the Company after this deadline, provided that they are received by the beginning of the Shareholders' Meeting, notwithstanding the principle that attendance and voting at the Shareholders' Meeting may only take place by specific proxy and/or sub-proxy sent to the Designated Representative.

There are no procedures for voting by post or electronically.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS

Pursuant to Art. 126-*bis* of the TUF, those shareholders that, also jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this Notice, an addition to the list of items to be discussed, by stating in their request the additional items proposed by them or by submitting resolution proposals on items that are already on the Agenda.

The request must be submitted in writing to the registered office, Via Energy Park no. 20, 20871 - Vimercate, (MB), to the attention of the Corporate and Legal Affairs office, via certified e-mail to esprinet@legalmail.it or via e-mail to investor@esprinet.com. It must be accompanied by specific confirmation of share ownership, issued by the intermediaries holding the accounts in which the requesting shareholders' shares are registered. Within the above-

mentioned deadline, the proposing parties must deliver a report on the items proposed for discussion or the reasons for the resolution proposals submitted on the items already on the Agenda.

Additions will not be permitted if they relate to items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or based on a project or a report prepared by them, other than those referred to in Art. 125-*ter*, paragraph 1, of the TUF. Any updated list of items to be discussed at the Shareholders' Meeting and any additional resolution proposals submitted, together with any comments by the Board of Directors, will be published in the manner stipulated by law.

In addition to the foregoing, considering that attendance of the Shareholders' Meeting is exclusively through the Designated Representative, the parties authorised to attend the Shareholders' Meeting that intend to formulate resolution proposals on the Agenda items are invited to submit them in advance, by **19 August 2024**, in the same manner specified in the paragraph above. These proposals will be published on the Company's website by **22 August 2024**, to allow those entitled to vote to make an informed decision, also taking into account these new proposals, and to allow the Designated Representative to collect voting instructions on them if necessary. The requesting party must provide suitable documentation proving the entitlement to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative to attend the Meeting.

In the event of resolution proposals on the Agenda items that are alternative to those formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and only if such proposal is rejected will the Shareholders' proposals be put to the vote. These proposals, even in the absence of a proposal from the Board, will be submitted to the Shareholders' Meeting, starting from the proposal submitted by the Shareholders representing the largest percentage of share capital. Only if the proposal put to the vote is rejected will the next proposal, in order of share capital represented, be put to the vote. For purposes of publication, as well as in relation to the execution of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the Agenda items, their completeness, their compliance with applicable regulations and the entitlement of the proposers.

VOTING BY PROXY AND THE COMPANY'S DESIGNATED REPRESENTATIVE

In view of the provisions of Art. 106 of Decree Law no. 18, each subject authorised to attend the Shareholders' Meeting must be represented by the Designated Representative pursuant to Art. 135-*undecies* of the TUF, via proxy and/or sub-proxy in writing pursuant to the applicable provisions of law.

For the Shareholders' Meeting referred to in this Notice of Call, the Company has identified as its Designated Representative, pursuant to Art. 135-*undecies* of the TUF, Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45, in the person of Mr Dario Trevisan, lawyer, or any of his replacements in the event of impediment, who must receive a specific proxy and/or sub-proxy, or, in accordance with:

- Art. 135-*undecies* of the TUF, through the "*Designated Representative Proxy Form*", or

- Art. 135-*novies* of the TUF, with the option to use the "*Ordinary Proxy Form*" and/or "*Sub-Proxy Form*", according to the procedure described below.

▪ **Proxy pursuant to Art. 135-*undecies* of the TUF ("*proxy to the Designated Representative*")**

The Designated Representative may be granted a written proxy pursuant to Art. 135-*undecies* of the TUF, free of charge for the delegating party (except for any delivery costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy will take effect only for proposals in relation to which voting instructions are given. The shares for which the proxy has been granted, even partially, are calculated for purposes of the regular constitution of the Shareholders' Meeting.

The proxy to the Designated Representative pursuant to Art. 135-*undecies* of the TUF must be granted by signing the specific "*Designated Representative Proxy Form*" made available, with the relative instructions for completing and submitting it, on the Company's website (section "*Investors – Shareholders' Meeting*"), containing the voting instructions, and sent, in original, together with a copy of an identity document and, for a legal entity, documentation proving its corporate powers (chamber of commerce certificate or similar) by courier or registered letter with return receipt, to:

Studio Legale Trevisan & Associati

Viale Majno no. 45

20122, Milan

(Ref. "ESPRINET 2024 Shareholders' Meeting Proxy"),

no later than the second trading day prior to the date set for the Shareholders' Meeting (**i.e. by 11:59 p.m. on 4 September 2024**).

Without prejudice to the original proxy, complete with voting instructions, the proxy may also be notified electronically, to the certified mail address: rappresentante-designato@pec.it. Sending the proxy, signed with an electronic signature or digital signature pursuant to current legislation, to the aforesaid certified mail address meets the requirement of written form.

The proxy and related voting instructions granted to the Designated Representative pursuant to Art. 135-*undecies* of the TUF are revocable in the same manner and within the same deadline (*i.e.* by 11:59 p.m. on 4 September 2024).

▪ **Proxy and/or sub-proxy pursuant to Art. 135-*novies* of the TUF ("*ordinary proxy*" and/or "*sub-proxy*")**

Those who do not make use of the proxies pursuant to Art. 135-*undecies* of the TUF may grant proxies and/or sub-proxies to the Designated Representative pursuant to Art. 135-*novies* of the TUF, as an exception to Art. 135-*undecies*, paragraph 4, of the TUF, which, with the related written voting instructions, together with a copy of an identity document and, in the case of a legal entity, documentation proving its corporate powers (copy of a chamber of commerce certificate or similar), must be received:

(i) by the Company, by post, at the address: 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

(ii) by Studio Legale Trevisan & Associati, by post, at the address: Viale Majno no. 45, 20122, Milan, by certified e-mail to: rappresentante-designato@pec.it or by e-mail to: rappresentante-designato@trevisanlaw.it **by 12:00 p.m. on 5 September 2024** (without prejudice to the fact that the Designated Representative can accept proxies and/or sub-proxies and/or voting instructions also after the aforementioned term, provided before the start of shareholders' meeting proceedings).

The proxy and voting instructions may be revoked within the above deadline and in compliance with the methods described above.

The communication to the Company made by the intermediary certifying the entitlement to attend the Shareholders' Meeting is also necessary in the event that the proxy is granted to the Company's Designated Representative; therefore, in the absence of the aforesaid communication, the proxy shall be considered null and void.

The Designated Representative will be available for clarifications or information at the above addresses and/or at the toll-free number: +39 800 134 679 (during working hours on office days).

RIGHT TO ASK QUESTIONS ABOUT THE AGENDA ITEMS

Pursuant to Art. 127-*ter* of the TUF, those entitled to vote may ask questions on the Agenda items even before the Shareholders' Meeting by sending them no later than the end of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. by **28 August 2024**.

The questions may be sent by registered post to the registered office of the Company in Via Energy Park no. 20, 20871 - Vimercate, (MB), to the attention of the Corporate and Legal Affairs office, by certified e-mail to esprinet@legalmail.it or by e-mail to investor@esprinet.com.

Any party wishing to exercise this right must provide, in the same manner, information that allows their identification by forwarding a specific communication issued by the intermediaries holding the accounts in which the shareholder's shares are deposited.

The questions received by the Company in the manner specified above by **28 August 2024** that are relevant to the items on the Agenda will be answered on the Esprinet website in the section "*Investors - Shareholders' Meeting*" by **3 September 2024**. The Company will not answer questions that do not comply with the above-mentioned methods, terms and conditions.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, together with the resolution proposals, will be made available to the public within the terms of the law in the manner provided for by the regulations in force, with the right of the Shareholders and those who have the right to vote to obtain copies. This documentation will be available at the Company's headquarters and in the "*Investors - Shareholders' Meeting*" section of its website



<https://www.esprinet.com>, as well as on the storage mechanism *eMarket Storage* at <https://www.emarketstorage.com>.

The Directors' Report on the single item on the Agenda is published at the same time as this notice.

Vimercate, 6 August 2024

On behalf of the Board of Directors
The Chair
Maurizio Rota