



ESPRINET S.p.A.

Registered office in Vimercate (MB), Via Energy Park 20

Share Capital Euro 7,860,651.00 fully paid-in

Registered in the Companies Register of Milan, Monza Brianza, Lodi no.
05091320159

Tax Number 05091320159 VAT 02999990969 - R.E.A. (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**") is convened, in a single call, exclusively by means of telecommunications in the manner set forth below, on 23 April 2026 at 11:30 a.m., to resolve on the following:

Agenda

1. Annual financial statements as at 31 December 2025:
 - 1.1 Approval of the Annual Financial Statements as at 31 December 2025, accompanied by the Directors' Report on Operations (including the consolidated sustainability report, prepared pursuant to Legislative Decree 6 September 2024, no. 125), the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2025.
 - 1.2 Allocation of the result for the year.
 - 1.3 Dividend distribution.
2. Appointment of a new director; determination of the term of office.
3. Report on the remuneration policy and related compensation:
 - 3.1. Binding resolution on the first section pursuant to art. 123-*ter*, paragraph 3 of the TUF (Consolidated Law on Finance);
 - 3.2. Non-binding resolution on the second section pursuant to art. 123-*ter*, paragraph 4 of the TUF (Consolidated Law on Finance).
4. Proposal for authorisation to purchase and sell treasury shares, within the maximum number permitted and with a term of 18 months, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 17 April 2025 for the non-executed portion.

Pursuant to Article 10 of the Articles of Association and in accordance with the provisions of Article 135-*undecies*.1 of the TUF, attendance at the Shareholders' Meeting by those with voting rights and the exercise of voting rights may only take place through the designated representative pursuant



to Article 135-*undecies* of the TUF without the physical participation of shareholders; the aforementioned designated representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF, in derogation to Article 135-*undecies*, paragraph 4, of the TUF.

Pursuant to Article 10 of the Articles of Association, directors, statutory auditors, representatives of the independent auditors, the notary public, the designated representative and other persons who are allowed to participate in the Shareholders' Meeting pursuant to law and the Articles of Association, other than those with voting rights, may participate in the Shareholders' Meeting exclusively through the use of telecommunication means that guarantee their identification, in compliance with current and applicable provisions, according to the procedures that will be made known by the Company to the aforementioned persons. For information on the share capital, entitlement to attend, the right to add to the agenda and submit new resolution proposals, representation at the Shareholders' Meeting, and the right to ask questions before the Shareholders' Meeting, please refer to the full text of the Notice of Meeting published on the Company website www.esprinet.com.

DOCUMENTATION

The documents relating to the Shareholders' Meeting, together with the proposed resolutions, will be made available to the public within the terms of the law in the manner provided for by the regulations in force, and Shareholders and those with voting rights are entitled to obtain copies. This documentation will be available at the registered office and on the Company website www.esprinet.com in the "*Investors - Shareholders' Meeting*" section as well as at the *eMarket* Storage mechanism at www.emarketstorage.com.

Vimercate, 20 March 2026

On behalf of the Board of Directors

The Chair

Maurizio Rota