

**ESPRINET S.p.A.**

**ORDINARY SHAREHOLDERS' MEETING**

**23 April 2026**

**Single Call**

**11.30 am**

At 11.30 am on 23 April 2026 Maurizio Rota, Chairman of the Board of Directors of **Esprinet S.p.A.** ("**Esprinet**" or the "**Company**"), extends a cordial welcome to all those present, also on behalf of the colleagues of the Board of Directors, the Board of Statutory Auditors, the management and the staff of the Company. He then assumes the chairmanship of the Shareholders' Meeting pursuant to Article 12 of the Articles of Association and, in the absence of disagreement, proposes to the Shareholders' Meeting, pursuant to paragraph 3 of Article 12 of the Articles of Association as well as Article 5 of the Shareholders' Meeting Regulations, to entrust the functions of secretary to the notary Andrea De Costa, who accepts. The Chairman announces that, pursuant to Article 10 of the Articles of Association, Esprinet decided to avail itself of the option to provide that shareholders' attendance at the Shareholders' Meeting shall take place exclusively through the designated representative (the "**Designated Representative**"), pursuant to Article 135-undecies of Legislative Decree No. 58/1998 ("**Consolidated Law on Finance**" or "**TUF**"), without any physical participation on the part of the shareholders. Therefore, in particular:

- (i) the participation in the shareholders' meeting of those entitled to vote is exclusively through Studio Legale Trevisan & Associati, the Company's Designated Representative pursuant to Article 135-undecies.1 of the TUF, in the manner already indicated in the notice of call;
- (ii) the aforementioned Designated Representative is provided with powers or sub-delegations, pursuant to Article 135-novies, by way of derogation from Article 135-undecies, paragraph 4, of the TUF;
- (iii) the holding of the meeting is envisaged exclusively with remote participation methods, through telecommunication means that guarantee identification.

The Chairman acknowledges that all the persons entitled to participate – the Chairman of the Board of Directors, the Directors, the Statutory Auditors, the Designated Representative, the representatives of the auditing company, the notary, the employees of the Company to meet the technical and organisational needs of the works – are connected by teleconference and the meeting is held exclusively by telecommunication means. More specifically:

- the following members of the Board of Directors are connected, in addition to the Chairman: Marco Monti (Vice Chairman), Luigi Monti, Angela Sanarico, Angelo Miglietta, Emanuela Prandelli, Renata Maria Ricotti, Angela Maria Cossellu, Emanuela Teresa Basso Petrino;
- the following members of the Board of Statutory Auditors are connected: Silvia Muzi (Chairwoman of the Board of Statutory Auditors) and Riccardo Garbagnati (Standing Auditors);
- Alessandro Cattani (Chief Executive Officer), Riccardo Rota (Director) and Maurizio Dallochio (Statutory Auditor) are absent with apologies;
- the lawyer Dario Trevisan is connected, representing the Trevisan & Associati Law Firm, identified by the Company as Designated Representative.

The Chairman acknowledges that the Shareholders' Meeting is held in compliance with current legislation on the subject, the Articles of Association and the Shareholders' Meeting Regulations approved by the Ordinary Shareholders' Meeting, and that the Shareholders' Meeting was duly convened in ordinary session for 23 April 2026 in a single call, at 11.30 am

in accordance with the law and the Articles of Association, as per the notice published on the Company's website and, by way of extract, in the newspaper Il Sole 24 Ore, on 20 March 2026, as well as available at the storage mechanism, at [www.emarketstorage.com](http://www.emarketstorage.com), with the agenda set out below.

The Chairman announces that the Shareholders' Meeting has the following **agenda**:

*1. Annual financial statements as at 31 December 2025:*

*1.1 Approval of the 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 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 Article 123-ter, paragraph 3 of the TUF;*

*3.2 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF.*

*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.*

The Chairman announces that no requests have been submitted by shareholders to add items to the agenda of the Shareholders' Meeting, nor have any proposals been made for resolutions on items already on the agenda, pursuant to and within the time limits set out in Article 126-bis of the TUF.

The Chairman therefore declares that, since 97 persons entitled to vote have attended by proxy, representing 27,459,428 ordinary shares, equivalent to 54.4642% of the 50,417,417 ordinary shares constituting the share capital, the Shareholders' Meeting, duly convened, is validly constituted in accordance with the law and the Articles of Association, and can pass resolutions on the items on the agenda. In this regard, taking into account the manner in which the shareholders attend the Shareholders' Meeting and the manner in which the voting demonstrations on all items on the agenda were transmitted to the Designated Representative, the Chairman acknowledges that there is a *quorum* in relation to all the aforementioned items of the Shareholders' Meeting in ordinary session.

Furthermore, the Chairman announces that the notifications from intermediaries regarding the attendance of entitled persons at this Shareholders' Meeting have been sent to the issuer in the manner and within the time limits set out in the applicable legal provisions, and that none of the persons entitled to vote has submitted questions on the items on the agenda prior to the Shareholders' Meeting, pursuant to Article 127-ter of the TUF.

The Chairman asks the Designated Representative to confirm that no interventions, questions and/or proposals have been submitted by the entitled parties represented by the Designated Representative.

The Designated Representative confirms that no interventions, questions and/or proposals have been made by the entitled persons he represented in relation to any of the items on the agenda.

Resuming the announcements, the Chairman also specifies that:

- no request for voting proxies pursuant to article 136 et seq. of the TUF has been promoted in relation to today's meeting;
- pursuant to Article 12 of the Articles of Association, Article 5 of the Shareholders' Meeting Regulations and the applicable provisions in force, the entitlement of those present to attend the Shareholders' Meeting was ascertained and,

in particular, it was verified that the proxies brought by those present complied with the applicable provisions of law and the Articles of Association;

- pursuant to the General Data Protection Regulation (the so-called “GDPR”), the data of the participants in the meeting are collected and processed by the Company exclusively for the purposes of carrying out the mandatory shareholder and corporate obligations;

- the subscribed and paid-up share capital at today’s date is EUR 7,860,651.00 divided into 50,417,417 shares with no par value;

- the Company’s shares are admitted to trading on Euronext Star Milan organised and managed by Borsa Italiana S.p.A.;

- as of today, the Company holds 974,915 treasury shares, for which voting rights are suspended, equal to 1.93% of the share capital;

- the Company qualifies as an SME pursuant to Article 1, paragraph *w-quater*.1 of the TUF, as amended by Decree-Law No. 91 of 24 June 2014, converted with amendments into Law No. 116 of 11 August 2014. Therefore, the relevant threshold for the purposes of the disclosure obligations of the relevant shareholdings pursuant to Article 120, paragraph 2, of the TUF, is 5%, instead of 3%;

- the following is a list of the parties that, as of today, directly or indirectly hold more than 5% of the subscribed share capital of Esprinet S.p.A., represented by shares with voting rights, according to the results of the shareholders’ register, supplemented by the communications received pursuant to Article 120 of the TUF and other available information:

**shareholder**

Montinvest S.r.l.

number of shares - 8,232,070

% share of ordinary capital - 16.328%

**shareholder**

Axopa S.r.l.

number of shares - 6,998,895

% share of ordinary capital - 13.882%

**shareholder**

Uliber S.r.l.

number of shares - 5,732,000

% share of ordinary capital - 11.369%

- the Company is not subject to management and coordination by other companies;

- voting rights pertaining to shares for which the disclosure requirements have not been fulfilled may not be exercised:

- referred to in Article 120 of the TUF concerning holdings of more than 5%;
- referred to in Article 122, first paragraph, of the TUF, concerning shareholders’ agreements;

- with reference to the disclosure obligations under Article 120 of the TUF, shares in relation to which the voting right is vested by proxy are deemed to be participations, provided that such right may be exercised discretionally in the absence of specific instructions from the principal.

The Chairman asks the Designated Representative to confirm that no declarations of lack of voting legitimacy have been received by virtue of the shares/voting rights for which the proxies have been issued.

The Designated Representative communicates that, as far as they are aware, there are no situations of lack of legitimacy to vote by virtue of the shares/voting rights for which the proxies have been issued and further declares that they have

received the voting instructions in relation to all the proposed resolutions on the agenda, unless, where applicable, otherwise indicated.

The Chairman acknowledged that, with regard to the items on the agenda, the obligations provided for by current laws and regulations have been duly fulfilled.

In particular, the following documents have been filed at the registered office, as well as made available on the Company's website *www.esprinet.com* and at the storage mechanism at *www.emarketstorage.com*:

- on 20 March 2026, the explanatory reports on the items on the agenda;
- on 31 March 2026:
  - ❖ the 2025 Integrated Annual Report;
  - ❖ the Report of the Board of Statutory Auditors;
  - ❖ the Auditors' Reports on the consolidated financial statements, the separate financial statements and the consolidated sustainability reporting;
  - ❖ the Corporate Governance Report;
  - ❖ the Report on the Remuneration Policy and the fees paid pursuant to art. 123-ter of the TUF.

The public was duly informed of the filing of all the aforementioned documents.

In addition, the Chairman announces that the details of the independent auditors' fees for the financial year are set out in the table attached to the financial statements and that the following documents will be attached to the minutes of the Shareholders' Meeting as an integral and substantive part thereof:

- the list with the names of the participants in the meeting, by proxy, complete with all the data required by CONSOB, with the indication of the shares for which the communication was made by the intermediary to the issuer pursuant to Article 83-sexies of the TUF;
- the list of names of the persons who voted in favour, against, or abstained, any non-voting persons and the relative number of shares represented by proxy;

Finally, in view of the manner in which the meeting is being conducted, the Chairman announces that no accredited journalists or financial analysts have been admitted to attend, and that the votes at today's meeting will be taken by declaration of the Designated Representative, specifying the number of votes in favour, against or abstaining, as well as any so-called non-voters.

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The Chairman moves on to the **first item** on the agenda, which, although treated in a unitary manner, was divided into three sub-items to allow a specific vote on each of them:

***1. Annual financial statements as at 31 December 2025:***

***1.1 Approval of the 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 at 31 December 2025;***

***1.2 Allocation of the result for the year;***

***1.3 Dividend distribution.***

The Chairman recalls that no vote is scheduled regarding the presentation of the consolidated financial statements.

Since all the documentation has been made available on time, the Chairman proposes not to proceed with the reading of the financial statements for the year ended 31 December 2025, the Directors' Report on Operations including the

consolidated sustainability report, and the Report of the auditing firm and invites the Chairwoman of the Board of Statutory Auditors to read the Report of the Board of Statutory Auditors. For the same reasons, the Chairman declares to omit the reading of the documentation relating to all the items on the agenda of the meeting.

In the absence of disagreement, the Chairman declares to omit the full reading of the reports, it being understood that those entitled may request, with regard to the subsequent items on the agenda, the reading of the documents before the opening of each discussion.

The Chairman announces that the independent auditors PricewaterhouseCoopers S.p.A. have issued an unqualified opinion on both the financial statements as at 31 December 2025 of Esprinet S.p.A, as well as on the group's consolidated financial statements, as well as an opinion of consistency with the financial statements as of 31 December 2025 of the report on operations and an unqualified opinion on the information referred to in Article 123-*bis*, paragraph 1, letters c), d), f), l), and m), and paragraph 2, letter b), of Legislative Decree no. 58/98, presented in the report on corporate governance and ownership structure, as per the reports issued on 30 March 2026.

The Chairman also informs that the auditing firm has issued the report on the limited audit of the consolidated sustainability report pursuant to art. 14-*bis* of Legislative Decree No. 39 of 27 January 2010 on 30 March 2026.

The Chairman gave the floor to the Chairwoman of the Board of Statutory Auditors to read out the concluding part of the report of the statutory auditors. The Chairwoman of the Board of Statutory Auditors takes the floor, briefly illustrating the report and ending with the reading of the concluding part transcribed below:

*“On the basis of the supervisory activities carried out during the 2025 financial year, the information obtained and the checks performed, the Board of Statutory Auditors:*

- did not identify any atypical or unusual transactions or, in any event, any circumstances requiring notification to the Supervisory Authority pursuant to Article 149, paragraph 3, of the TUF;*
- did not identify any omissions, censurable facts or irregularities in the management of the Company by the Directors;*
- has no observations to make in relation to the separate financial statements for the year ended 31 December 2025, which were prepared in accordance with IAS/IFRS and comply with the law;*
- considers that the proposal for the allocation of the result for the year submitted by the Board of Directors complies with the law and the Articles of Association.*

*Accordingly, the Board of Statutory Auditors has no objections to the approval of the financial statements as at 31 December 2025 and to the proposed allocation of the result for the year, and invites the Shareholders' Meeting to resolve in accordance with the proposals submitted by the Board of Directors.”*

At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed *below*.

The Designated Representative, at the invitation of the Chairman, declares in relation to the items on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.

The Chairman, no one intervening and those present unchanged, then put to the vote (at 11.40 am), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposals read and transcribed below:

Proposal for a resolution on item 1.1 of the agenda:

*“The Shareholders' Meeting, having shared the contents and arguments set out in the Directors' Report, deliberates*

*to approve the Financial Statements of Esprinet S.p.A. as of 31 December 2025, consisting of the Balance Sheet, the Income Statement, the Cash Flow Statement and the Notes to the Financial Statements, as presented by the Board of Directors as a whole and in the individual items.”*

Proposal for a resolution on item 1.2 of the agenda:

*“The Shareholders’ Meeting, recalling the decisions taken during the approval of the Financial Statements at 31 December 2025 on the basis of the composition of the net equity as resulting from the aforementioned decisions  
deliberates*

*to allocate the net result for the 2025 financial year, amounting to Euro 5,206,468.53, as follows:*

- *to exchange rate valuation reserve Euro 63,504.00;*
- *to extraordinary reserve Euro 5,142,964.53.”*

Proposal for a resolution on item 1.3 of the agenda:

*“The Shareholders’ Meeting, having shared the contents and arguments set out in the Directors’ Report,  
deliberates*

*to allocate a dividend of Euro 0.35, gross of withholding taxes, for each of the outstanding ordinary shares, thus excluding any treasury shares in the Company’s portfolio, on the ex-dividend date through the use of the Extraordinary Reserve formed with profits generated before 31 December 2016.*

*The dividend actually approved by the Shareholders’ Meeting will be paid as of 6 May 2026 (with ex-dividend date No. 19 on 4 May 2026 and record date on 5 May 2026).”*

With regard to the proposal for a resolution relating to item 1.1 of the agenda: the Shareholders’ Meeting approved by a majority.

For	no. 21,727,428 shares
Against	no. 0 shares
Abstained	no. 5,732,000 shares
Not Voting	0.

All as per attached details.

The Chairman proclaims the result.

With regard to the proposal for a resolution relating to item 1.2 of the agenda: the Shareholders’ Meeting approved by a majority.

For	no. 21,727,428 shares
Against	no. 0 shares
Abstained	no. 5,732,000 shares
Not Voting	0.

All as per attached details.

The Chairman proclaims the result.

With regard to the proposal for a resolution relating to item 1.3 of the agenda: the Meeting unanimously approved.

All 27,459,428 shares participating in the vote are in favour.

All as per attached details.

The Chairman proclaims the result.

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The Chairman then moves on to the **second item** on the agenda: **“2. Appointment of a new director; determination of the term of office.”**

The Chairman recalls the shareholders that they are called upon to resolve on this item on the agenda following the departure from the positions of Chief Executive Officer and Chief Strategic Officer of Mr Alessandro Cattani, which was announced to the market in a press release dated 11 March 2026.

More specifically, Mr Cattani will step down as Director and Chief Executive Officer as of today's Shareholders' Meeting. The termination of Mr Cattani's term of office marks the completion of a succession process for the position of Chief Executive Officer, with Giovanni Testa, formerly the Group's General Manager, as the natural successor. Mr Testa's skills, experience and professionalism are deemed suitable to enable him to make an effective contribution to the optimal functioning of the Board of Directors' work and to the Company's future development.

Therefore, the Board of Directors, having received the favourable opinion of the Appointments and Remuneration Committee, proposes to the Shareholders' Meeting the appointment of Mr Giovanni Testa as a new director, in replacement of Mr Cattani.

The appropriate delegations and the powers deemed necessary within the administrative body will subsequently be granted to Giovanni Testa.

The declaration of acceptance of the appointment, attesting to the non-existence of causes of ineligibility or incompatibility and to the fulfilment of the requirements set out in the Articles of Association and in the applicable legislation for assuming the office, together with his personal and professional curriculum vitae, is attached to the explanatory report, which has been made available at the registered office and via the storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com), as well as on the Company's website.

The Chairman recalls that the Shareholders' Meeting of 24 April 2024 have resolved that the Board of Directors, which will remain in office until the date of the Shareholders' Meeting to be convened for the approval of the financial statements for the financial year ending 31 December 2026, shall be composed of 11 members.

He therefore points out that the new director will remain in office until the term of the current Board expires, *i.e.*, until the Shareholders' Meeting to be convened to approve the financial statements as at 31 December 2026, and that his remuneration will be included in the total amount already resolved by the Shareholders' Meeting of 24 April 2024.

At the invitation of the Chairman, the Secretary then read out the proposal for resolution as transcribed below.

The Designated Representative, at the invitation of the Chairman, declares in relation to the item on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.

The Chairman, no one intervening and those present unchanged, then put to the vote (at 11.43 am), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposal read and transcribed below:

*"The Ordinary Shareholders' Meeting of Esprinet S.p.A., validly convened in accordance with the law and competent to pass resolutions in ordinary session:*

- having examined the explanatory report of the Board of Directors;*
- having agreed with the reasons for the proposals contained therein;*

*deliberates*

*to appoint Giovanni Testa, tax code TSTGNN68E26F205B, born in Milan (MI) on 26 May 1968, as a director, to align the term of his office with that of the other directors currently in office and therefore until the date of the Shareholders' Meeting to be convened to approve the financial statements for the financial year ending on 31 December 2026."*

The Shareholders' Meeting approves by majority.

For	no. 21,689,685 shares
Against	no. 37,743 shares

Abstained no. 5,732,000 shares

Not Voting 0.

All as per attached details.

The Chairman proclaims the result.

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The Chairman then moves on to the **third item** on the agenda:

**3. Report on the remuneration policy and related compensation:**

**3.1 Binding resolution on the first section pursuant to Article 123-ter, paragraph 3 of the TUF;**

**3.2 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF.**

The Chairman recalls that Article 123-ter, paragraphs 3-bis, 3-ter and 6 of the TUF stipulates that the vote on the first section of the Report on Remuneration (i.e., the Remuneration Policy) is binding, while the vote on the second section of the Report on Remuneration (i.e., the compensation paid) is advisory.

He notes that the Remuneration Policy approved by the Shareholders' Meeting on 24 April 2024 covers the three-year period 2024–2026 and did not require any amendments during the financial year 2025 or the current financial year, with the exception of the amendments relating to the departure from office of the Chief Executive Officer and Chief Strategic Officer, Mr Alessandro Cattani, as specified in more detail in the explanatory report on the proposed resolution pursuant to the second item on the agenda, and the planned appointment of Giovanni Testa, formerly the Group's General Manager, as the new Chief Executive Officer, all with effect from the end of April 2026, at the Shareholders' Meeting convened to approve the financial statements as at 31 December 2025.

Notwithstanding the above, the content of the first section of the report has remained substantially unchanged, while the second section has been updated to reflect the remuneration paid during the 2025 financial year in implementation of the policy.

At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed *below*.

The Designated Representative, at the invitation of the Chairman, declares in relation to the items on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.

The Chairman, no one intervening and those present unchanged, then put to the vote (at 11.46 am), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposals read and transcribed below:

Proposal for a resolution on item 3.1 of the agenda:

*“The Ordinary Shareholders' Meeting of Esprinet S.p.A.,*

*- having examined section I of the Report on the Remuneration Policy for the three-year period 2024-2026 and on the remuneration paid in the 2025 financial year of Esprinet S.p.A., drawn up pursuant to Articles 123-ter of Legislative Decree no. 58 of 24 February 1998 and 84-quater of the Regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999; and*

*- having examined the explanatory report of the Board of Directors,*

*deliberates*

*to approve, pursuant to and for the purposes of Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998, section I of the Report on the Remuneration Policy for the three-year period 2024-2026 and on the remuneration paid in the 2025 financial year of Esprinet S.p.A., drawn up pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulations adopted by CONSOB Resolution No. 11971*

of 14 May 1999 and approved by the Board of Directors on 11 March 2026, which sets out the Company's Remuneration Policy for members of the management bodies, general managers and key managers and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, for members of the supervisory bodies, for the three-year period 2024–2026, as well as the procedures used to adopt and implement this policy.”

Proposal for a resolution on item 3.2 of the agenda:

“The Ordinary Shareholders’ Meeting of Esprinet S.p.A.,

- having examined section II of the Report on the Remuneration Policy for the three-year period 2024-2026 and on the remuneration paid in the 2025 financial year of Esprinet S.p.A., drawn up pursuant to Articles 123-ter of Legislative Decree no. 58 of 24 February 1998 and 84-quater of the Regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999; and

- having examined the explanatory report of the Board of Directors,

deliberates

to express a favourable opinion pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998, on section II of the Report on the Remuneration Policy for the three-year period 2024-2026 and on the remuneration paid in the 2025 financial year of Esprinet S.p.A., drawn up pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulations adopted by CONSOB Resolution No. 11971 of 14 May 1999 and approved by the Board of Directors on 11 March 2026, which illustrates the remuneration paid to the members of the administrative bodies, general managers, key managers and members of the supervisory bodies in the financial year 2025.”

With regard to the proposal for a resolution relating to item 3.1 of the agenda: the Shareholders’ Meeting approved by a majority.

For	no. 21,404,917 shares
Against	no. 5,992,573 shares
Abstained	no. 61,938 shares
Not Voting	0.

All as per attached details.

The Chairman proclaims the result.

With regard to the proposal for a resolution relating to item 3.2 of the agenda: the Shareholders’ Meeting approved by a majority.

For	no. 21,395,411 shares
Against	no. 6,064,017 shares
Abstained	no. 0 shares
Not Voting	0.

All as per attached details.

The Chairman proclaims the result.

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The Chairman then moves on to the **fourth item** on the agenda:

**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.**

The Chairman recalls that the explanatory report of the Board of Directors on this item on the agenda was filed on 20 March 2026 at the registered office and at the storage mechanism, at [www.emarketstorage.com](http://www.emarketstorage.com), as well as made available on the Company's website.

At the invitation of the Chairman, the Secretary then read out the proposal for resolution as transcribed below.

The Designated Representative, at the invitation of the Chairman, declares in relation to the item on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.

The Chairman, no one intervening and those present unchanged, then put to the vote (at 11.50 am), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposal read and transcribed below:

*“Dear Shareholders, having acknowledged that if the resolution indicated below is also approved with the favourable vote of the majority of the shareholders of Esprinet S.p.A., present at the Meeting, other than the shareholder or shareholders who hold, even jointly, the majority shareholding, even relative, provided that it exceeds 10% of the share capital, the exemption provided for by the combined provisions of Article 106, paragraphs 1 and 3, of the TUF and Article 44-bis, second paragraph, of the Issuers' Regulation will apply, we submit to your attention the proposal to:*

- (i) revoke, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the authorisation to purchase and dispose of treasury shares granted by the Ordinary Shareholders' Meeting of 17 April 2025 for the portion not yet executed;*
- (ii) give a new authorization to the Board of Directors, pursuant to and for the purposes of art. 2357 of the Italian Civil Code, with the right to subdelegate, to purchase, once or several times, a maximum of 2,520,870 Esprinet ordinary shares, equal to 5% of the share capital of the Company, for the period of 18 months from the date of this resolution and for the pursuit of the purposes referred to in the report of the Board of Directors. Treasury shares will be purchased within the limits of the distributable profits and available reserves resulting from the last duly approved financial statements (including interim financial statements) at the time of each transaction. Purchases must be made, without the use of derivatives, through authorised intermediaries and in compliance with and in accordance with the legal and regulatory provisions, including European ones, in force from time to time and in particular, without limitation, in accordance with the provisions of Article 132 of the Consolidated Law on Finance (also taking into account the provisions of paragraph 3 of the same article), Article 144-bis of the Issuers' Regulation, Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as the pro-tempore accepted market practices in force (where applicable), and must be carried out:
  - A) in the case of purchases made on regulated markets, or by employees, at a unit price that cannot be 20% lower or 20% higher than the official price recorded by the Company's ordinary shares on the trading day prior to each individual purchase transaction;*
  - B) in the case of purchases effected by means of a public purchase or exchange offer or by the allocation to the shareholders, in proportion to the shares held, of a put option, at a price not 30% lower and not 30% higher than the official price recorded by the Company's ordinary shares during the ten trading days prior to the public announcement; and*
  - (C) subject to paragraphs (A) and (B) above, at a price not exceeding the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made;**

- (iii) *authorise the Board of Directors with the power to sub-delegate, pursuant to Article 2357-ter of the Italian Civil Code to dispose of all and/or part, on one or more occasions, without time limits, of the treasury shares purchased even before having exhausted the purchases (including those already held in the Company's portfolio as a result of purchases already made on the basis of previous authorisations), making any necessary or appropriate accounting entries, in compliance with the provisions of law and regulations applicable from time to time and the applicable accounting principles for the pursuit of the purposes and under the terms and conditions set forth in the Board of Directors' Report in the manner deemed most appropriate in the interest of the Company, even before having exhausted the maximum amount of shares that may be purchased and, if necessary, to repurchase such shares to the extent that the treasury shares held by the Company and, if applicable, its subsidiaries, do not exceed the limit established by the authorisation;*
- (iv) *grant the Board of Directors, with the express power to sub-delegate, all powers necessary to implement this resolution, with the express power to also delegate authorised intermediaries who may carry out the transactions for the purchase and disposal of treasury shares to be performed on the basis of this resolution."*

The Shareholders' Meeting approves by majority.

For no. 21,720,587 shares

Against no. 5,738,841 shares

Abstained no. 0 shares

Not Voting 0.

All as per attached details.

The Chairman proclaims the result and as there are no other topics to discuss, he declares the meeting closed at 11.53 am, thanking all those present.

The Chairman

The Secretary

## ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE	Parziale	Totale	RISULTATI ALLE VOTAZIONI						
			Ordinaria						
DELEGANTI E RAPPRESENTATI			1	2	3	4	5	6	7
STUDIO TREVISAN IN QUALITÀ DI RAPPRESENTANTE DESIGNATO IN PERSONA DI DARIO TREVISAN - PER DELEGA DI		0							
ACADIAN ALL COUNTRY WORLD EX U.S. EQUITY EXTENSION FUND A S RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB	12.825		F	F	F	F	F	F	F
ACADIAN GLOBAL ALL-COUNTRY EX-CHINA EQUITY DYNAMIC EXTENSION EXTENSION MASTER FUND RICHIEDENTE:JP MORGAN	8.107		F	F	F	F	F	F	F
ACADIAN NON-U.S. SMALL-CAP EQUITY EXTENSION FUND LLC C/O ACADIAN ASSET MANAGEMENT LLC ACTING AS FUND MANAGER	67.868		F	F	F	F	F	F	F
ACADIAN NON-US MICROCAP EQUITY FUND, LLC	91.497		F	F	F	F	F	F	F
ADVANCED SERIES TRUST- AST GLOBAL BOND PORTFOLIO	12.315		F	F	F	C	F	F	F
ALASKA PERMANENT FUND CORPORATION	3.624		F	F	F	F	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	7.119		F	F	F	F	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY FUND	5.004		F	F	F	F	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP EQUITY ETF	1.841		F	F	F	F	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP VALUE	184.193		F	F	F	F	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	93		F	F	F	F	F	F	F
AMERICAN CENTURY ICAV	82		F	F	F	F	F	F	F
AVANTIS CIBC GLOBAL SMALL CAP VALUE ETF	237		F	F	F	F	F	F	F
AXOPA S.R.L. RICHIEDENTE:ROTA MAURIZIO	6.998.895		F	F	F	F	F	F	F
<i>di cui 5.100.000 azioni in garanzia a :BANCA POPOLARE DI SONDRIO;</i>									
AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 70 AGENTE:BNPP LUXEMBOURG	120.000		F	F	F	F	F	F	F
AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES AGENTE:BNPP LUXEMBOURG	82.200		F	F	F	F	F	F	F
AZIMUT CAPITAL MANAGEMENT SGR S.P.A AGENTE:BNPP SA ITALIA	28.500		F	F	F	F	F	F	F
BNP PARIBAS EQUITY - FOCUS ITALIA AGENTE:BNPP FRANCE	9.857		F	F	F	F	A	F	F
BNPP MODERATE - FOCUS ITALIA AGENTE:BNPP FRANCE	52.081		F	F	F	F	A	F	F
CATTANI ALESSANDRO	94.494		F	F	F	F	F	F	F
CONTINENTAL SMALL SERIES THE CONTINENTAL SMALL COMPANY RICHIEDENTE:CBNY SA DFA-CNTL SMALL CO SERIES	164.535		F	F	F	F	F	F	F
DFA ALL COUNTRY EX US EQUITY MARKET SUBTRUST OF DFA GROUP TRUST RICHIEDENTE:CBNY-DFA ALL CTRY EXUS EQ MKT SUBT	4.150		F	F	F	F	F	F	F
DFA INTERNATIONAL SMALL CAP VALUE PNS GROUP INC RICHIEDENTE:CBNY SA DFA-INTL SMALL CAP VAL POR	361.541		F	F	F	F	F	F	F
DIMENSIONAL FUNDS PLC	7.564		F	F	F	F	F	F	F
DIMENSIONAL FUNDS PLC	9.587		F	F	F	F	F	F	F
DIMENSIONAL FUNDS PLC	6.041		F	F	F	F	F	F	F
DIMENSIONAL FUNDS PLC	6.204		F	F	F	F	F	F	F
DIMENSIONAL GLOBAL SUSTAINABILITY TRUST RICHIEDENTE:CBHK SA DFA-DIM GL SUS T AUD UNH	1.723		F	F	F	F	F	F	F
DIMENSIONAL INTERNATIONAL CORE EQUITY 2 ETF OF DIMENSIONAL E RICHIEDENTE:CBNY-INT CORE EQ 2 ETF	32.528		F	F	F	F	F	F	F
DIMENSIONAL INTERNATIONAL SMALL CAP VALUE ETF OF DIMENSIONA RICHIEDENTE:CBNY-INT SM CAP VAL ETF	145.881		F	F	F	F	F	F	F
DIMENSIONAL INTERNATIONAL VECTOR EQUITY ETF OF DIMENSIONAL E RICHIEDENTE:CBNY-DFA INTERNATIONAL VECTOR	1.506		F	F	F	F	F	F	F
ENSGN PEAK ADVISORS INC	115.051		F	F	F	F	F	F	F
EURIZON FUND	18.185		F	F	F	F	F	F	F
EURIZON PIR ITALIA - ELTIF	46.147		F	F	F	F	F	F	F
FIDEURAM ITALIA	21.838		F	F	F	F	F	F	F
FIDEURAM PIANO AZIONI ITALIA	513.362		F	F	F	F	F	F	F
FIDEURAM PIANO BILANCIATO ITALIA 30	38.148		F	F	F	F	F	F	F



**ELENCO PARTECIPANTI**

**NOMINATIVO PARTECIPANTE**

DELEGANTI E RAPPRESENTATI	Parziale	Totale
TEXAS MUNICIPAL RETIREMENT SYSTEM	2.055	
TOPS GLBL EQS LE FD NON FLIP AGENTE:BNP PARIBAS-NEW YORK	510	
TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	5.413	
TWO SIGMA ABSOLUTE RETURN-PORTFOLIO LLC AGENTE:BOFA SEC I EX ML PRO	186.163	
TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC C/O CORPORATION SERVICE COMPANY RICHIEDENTE:UBS AG-LONDON	100	
TWO SIGMA WORLD CORE FUND LP RICHIEDENTE:CBNY-TWO SIGMA WORLD CORE FUND, LP	872	
ULIBER SRL RICHIEDENTE:CALF STEFANIA CATERINA FEDERICA	5.732.000	
UNITED NATIONS JOINT STAFF PENSION FUND. RICHIEDENTE:NT UNITED NATIONS JOINT STAFF	3.503	
UTAH STATE RETIREMENT SYSTEMS RICHIEDENTE:NT NT0 15% TREATY ACCOUNT LEND	14.158	
VEBA PARTNERSHIP N L.P	3.420	
VIRGINIA RETIREMENT SYSTEM	1	
VOYA MULTI-MANAGER INTERNATIONAL SMALL CAP FUND	11.953	
WISDOMTREE DYNAMIC CURRENCY HEDGED INTERNATIONAL SMALLCAP EQUITY FUND	47.478	
WISDOMTREE EUROPE SMALLCAP DIVIDEND FUND	35.819	
WISDOMTREE INTERNATIONAL HIGH DIVIDEND FUND	20.682	
WISDOMTREE INTERNATIONAL SMALLCAP DIVIDEND FUND	104.114	
WLD TOPS 150/50 II - NON FLIP AGENTE:BNP PARIBAS-NEW YORK	145	
		<b>27.459.428</b>

RISULTATI ALLE VOTAZIONI						
Ordinaria						
1	2	3	4	5	6	7
F	F	F	F	F	F	F
F	F	F	F	F	C	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
A	A	F	A	C	C	C
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	C	F

Legenda:

- |   |   |
|---|---|
| 1 Approvazione del Bilancio d'esercizio al 31 dicembre 2025   | 2 Destinazione del risultato d'esercizio  |
| 3 Distribuzione del dividendo   | 4 Nomina di un nuovo amministratore, determinazione della durata della carica   |
| 5 Relazione sulla politica in materia di remunerazione e sui compensi corrisposti: deliberazione vincolante sulla prima sezione | 6 Relazione sulla politica in materia di remunerazione e sui compensi corrisposti: deliberazione non vincolante sulla seconda sezione |
| 7 Proposta di autorizzazione all'acquisto e alla disposizione di azioni proprie   |   |