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Oggetto : ESPRINET: THE SHAREHOLDERS'
MEETING APPROVES THE 2021
FINANCIAL STATEMENT AND
RESOLVES THE DISTRIBUTION OF A
DIVIDEND EQUAL TO EURO 0.54

Testo del comunicato

Vedi allegato.

Press release in accordance with Consob Regulation no. 11971/99

ESPRINET: THE SHAREHOLDERS' MEETING APPROVES THE 2021 FINANCIAL STATEMENT AND RESOLVES THE DISTRIBUTION OF A DIVIDEND EQUAL TO EURO 0.54

Vimercate (Monza Brianza), 14 April 2022 – The ordinary and extraordinary Shareholders' Meeting of ESPRINET (PRT:IM), group leader in Southern Europe in advisory, in sale and rental of technological products and cybersecurity, was held today under the chairmanship of Maurizio Rota.

Financial Statement as at 31 December 2021

The Shareholders' Meeting approved the Financial Statement as at 31 December 2021, resolving to allocate the net income for the year, amounting to Euro 18,459,887.92, to the extraordinary reserve.

The Shareholders' Meeting also approved the distribution of a dividend of Euro 0.54 gross of withholding taxes, for each of the outstanding ordinary shares, therefore excluding any own shares in the Company's portfolio at the ex-date of the coupon, through the partial use of the extraordinary reserve formed with net income produced before 31 December 2016. The dividend will be payable starting from 27 April 2022 (ex-coupon no. 16 on 25 April 2022 and record date on 26 April 2022).

The Shareholders' Meeting also examined the Consolidated Financial Statement as at 31 December 2021 and the 2021 Sustainability Report, now in its seventh edition and prepared in compliance with the guidelines of the Global Reporting Initiative (GRI), which also constitutes the Group's Consolidated Non-Financial Statement, in compliance with the requirements of Italian Legislative Decree 254/2016 and of Spanish Ley 11/2018.

Report on remuneration policy

The Shareholders' Meeting resolved to approve, in a favourable sense and with a binding resolution, the second section of the Remuneration Report prepared pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.

Authorisation of share buy-back and disposal plan

The Shareholders' Meeting authorized the Company to purchase and dispose of own shares according to art. 2357 and following of the Italian Civil Code, art. 132 of Legislative Decree 58/1998, art. 144-bis of the Consob Issuers' Regulation and any other applicable rules, including UE Regulation no. 596/2014 and UE Delegated Regulation no. 2016/1052, as well as the current pro-tempore accepted market practices admitted by Consob, (in order to benefit, where applicable, from the protection ensured by the so called safe harbor provided for Article 5 of EU Regulation No. 596/2014) subject to revocation of the authorisation to purchase and dispose of own shares granted by the Shareholders' Meeting of 7 April 2021 for the part not yet executed.

The proposed plan comprises up to 2,520,870 ordinary shares of Esprinet S.p.A., fully paid-in and without nominal value, equal to 5% of share capital without calculating the own shares hold by the Company.

The request for authorization to purchase and dispose of own shares is intended to allow the Board of Directors to possibly use own shares for the following purposes:

- i) to reduce the share capital, in value or shares number;
- ii) to fulfill the obligations arising from share option programs or other allocations of shares to employees or members of the administrative bodies of the Company or its subsidiaries or affiliates; and
- iii) to purchase own shares held by employees of the Company or subsidiaries which are assigned or subscribed according to art. 2349 and 2441 paragraph 8 of Italian Civil Code or following approved compensation plans according to art. 114-bis TUF - Consolidated Law on Finance.

The purchase of own shares will be performed through public offer, regulated markets or through exchange offer and/or by granting Shareholders a put option.

The fees approved by the Shareholders' Meeting for the purchase of own shares are as follows:

- i) in the case of purchases made on regulated markets, or by employees, at a unitary consideration that cannot be less than 20% and higher than 20% compared to the official price recorded by the Company's ordinary shares on the trading day prior to each single purchase transaction;
- ii) in the case of purchases made through a public offer or exchange or by attributing to the shareholders, in proportion to the shares held, a put option, at a consideration not lower than 30% and not higher than 30% compared to the official price recorded by the Company's ordinary shares in the ten trading days prior to the public announcement; and
- iii) without prejudice to the provisions of paragraphs (i) and (ii) above, to a consideration that is not higher than the higher price between the price of the last independent transaction and the price of the highest current independent purchase offer present in the trading venue where the purchase is made.

For the disposal of own shares, it was resolved that they take place according to times and conditions that will be deemed best suited to the interests of Esprinet, taking into account the stock market prices recorded in the periods immediately prior to the date of each individual disposal operation.

The purchase authorization of treasury shares has a duration of 18 months, equal to the maximum period allowed by civil law. The disposition, in one or more solutions, of the own shares purchased does not provide for any time limit.

The share capital currently amounts to euro 7,860,651.00, divided into n. 50,934,123 ordinary shares and as at today the Company holds no. 1,528,024 own shares corresponding to 3 % of the share capital (before cancellation of own shares in portfolio resolved in the extraordinary part of today's meeting). Esprinet's subsidiaries does not hold any share of the parent company.

Integration of fees for the legal accounting of the consolidated financial statement

The Shareholders' Meeting approved the integration of the remuneration of the Independent Auditors PricewaterhouseCoopers S.p.A., in light of the expansion of the consolidation perimeter of the Group companies and of the accounting activities related to the ESEF financial statement.

Cancellation of 516,706 own shares in the portfolio, with no reduction of share capital, and subsequent amendment of art. 5 of the Company Articles of Association.

The Extraordinary Shareholders' Meeting approved the cancellation of 516,706 own ordinary shares in the Company's portfolio, acquired in implementation of the Shareholders' Meeting resolution of 7 April 2021, with no reduction of share capital. Given the ordinary shares lack any indication of nominal

value, the cancellation of the aforementioned 516,706 ordinary shares is established as a mere accounting transaction involving the transfer between shareholders' equity reserves for an amount of Euro 6,932,452.02. The Shareholders' Meeting also resolved the following change to the Articles of Association.

The 1,011,318 own shares which remain in the portfolio following the aforementioned cancellation, equal to roughly 1.99% of the Company's share capital prior to the cancellation, are intended for assignment within the context of 2021-2023 Long-Term Incentive Plan.

Following the registration of the resolution of the Extraordinary Shareholders' Meeting in the Register of Companies, Esprinet S.p.A.'s share capital will be comprised of 50,417,417 ordinary shares, without nominal value.

The Minutes of the Shareholders' Meeting, the summary report on votes and the text of the updated Articles of Association will be made available to the public in accordance with the terms and methods set forth in the legislation in force.

The officer charged with the drawing up of the accounting documents of the Company, Pietro Aglianò, declares that, in compliance with the provisions of paragraph 2 of art. 154-bis of Legislative Decree No. 58/1998 (T.U.F. - Finance Consolidation Act), the financial data shown in this press release corresponds to the findings resulting from accounting documents, books and accounting records.

Esprinet is an enabler of the tech ecosystem that promotes tech democracy, with a profound calling to social and environmental sustainability. Thanks to a complete offer of advisory, cybersecurity, services and products to buy or rent through an extensive network of professional reseller, Esprinet is the leading Group in Southern Europe (Italy, Spain and Portugal), the fourth in Europe and in the top 10 at global level. With more than 1,700 employees and 4.7 billion euro in turnover in 2021, Esprinet (PRT:IM – ISIN IT0003850929) is listed on the Italian Stock Exchange.

The press release is available at www.esprinet.com and www.emarketstorage.com.

For more information:

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