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Oggetto : ESPRINET: THE SHAREHOLDERS'  
MEETING APPROVES THE 2022  
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 2022 FINANCIAL STATEMENT AND RESOLVES THE DISTRIBUTION OF A DIVIDEND EQUAL TO EURO 0.54**

Vimercate (Monza Brianza), 20 April 2023 – The ordinary 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 2022**

The Shareholders' Meeting approved the Financial Statements as at 31 December 2022, resolving to allocate the net income for the year, amounting to Euro 16,059,927.57, to:

- Reserve for foreign exchange gain Euro 389,354.00
- Extraordinary reserve Euro 15,670,573.57

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 26 April 2023 (ex-coupon no. 17 on 24 April 2023 and record date on 25 April 2023).

The Shareholders' Meeting also examined the Consolidated Financial Statement as at 31 December 2022 and the 2022 Sustainability Report, now in its eighth 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.

### **Authorization 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 14 April 2022 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 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. 50,417,417 ordinary shares and as at today the Company's shareholder treasury is made up of n. 1,011,318 shares corresponding to 2.01% of the share capital. Esprinet's subsidiaries does not hold any share of the parent company.

*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 technological ecosystem, promoting tech democracy with a strong vocation for environmental and social sustainability. With a comprehensive offering of advisory services, IT security, services and products for sale or rental through an extensive network of professional resellers, Esprinet is the leading Group in Southern Europe (Italy, Spain and Portugal), the fourth in Europe and in the top ten at the global level. Boasting more than 1,800 employees and € 4.7 billion in turnover in 2022, Esprinet (PRT:IM - ISIN IT0003850929) is listed on Borsa Italiana, the Italian stock exchange.

Press release available on [www.esprinet.com](http://www.esprinet.com) and on [www.emarketstorage.com](http://www.emarketstorage.com)

For more information:

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Fine Comunicato n.0533-15

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