

Key information relating to shareholder agreements pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 (the “TUF” – Consolidated Law on Finance) and articles 130 and 131 of the Regulation adopted by means of CONSOB resolution no. 11971 of 14 May 1999 as subsequently amended and supplemented (the “Issuers’ Regulation”).

The key information below is an update, pursuant to Article 131 of the Issuers’ Regulations, from the key information published on March 29, 2023. Below, the parts added or reformulated are underlined italics and crossed-out italics are those deleted.

ESPRINET S.p.A.

Pursuant to art. 122 of the Consolidated Law on Finance and ~~art. articles~~ 130 and 131 of the Issuers’ Regulation, it is hereby communicated that, on March 24, 2023, a shareholders agreement (the “**Agreement**”) was stipulated between Axopa S.r.l., with registered office in Milano, via Principe Amedeo no. 3, tax code and registration number in the Register of Companies of Milan-Monza Brianza-Lodi 11221770966 (“**Axopa**”), and Montinvest S.r.l., with registered office in Milano, via Principe Amedeo no. 3, tax code and registration number in the Register of Companies of Milan-Monza Brianza-Lodi n. 05644240961 (“**Montinvest**” and, jointly with Axopa, the “**Participating Parties**” or “**Parties**”) regarding the ordinary shares (the “**Shares**”) of Esprinet S.p.A..

~~Simultaneously with the signing of the Agreement, Axopa and Mr. Luigi Monti, born in Milan, on 19 June 1976, fiscal code MNTLGU76H19F205U, Mr. Marco Monti, born in Milan, on 16 April 1978, fiscal code MNTMRC78D16F205I and Mr. Stefano Monti, born in Milan, on 9 September 1991, fiscal code MNTSFN91P09F205C (the “**2020 Agreement Parties**”) have deemed to resolve by mutual consent the shareholders’ agreement dated 6 July 2020, as subsequently updated on 8 April 2021 and on 17 May 2021 and expiring on 5 July 2023 (the “**2020 Agreement**”), which, consequently, has become ineffective and is entirely replaced by the Agreement effective from the date of the execution of the Agreement.~~

~~The Agreement replaces the 2020 Agreement, whose substantive content has been confirmed, and takes effect from March 24, 2023 and its duration is based on the provisions of paragraph 8 below (Duration of the Agreement).~~

On March 14, 2024, following the submission of lists for the renewal of the corporate bodies of Esprinet S.p.A. in the context of the Shareholders’ Meeting convened to approve the financial statements as of December 31, 2023, the Parties signed an amending agreement to the Agreement in order to provide for its dissolution as of the day following that of that Shareholders’ Meeting, the Agreement having exhausted its relevant function (the “**Amending Agreement**”).

1. Company whose financial instruments form the object of the Agreement

The Agreement involves the ordinary shares (the “**Shares**”) of Esprinet S.p.A., with registered office in Vimercate (MB), via Energy Park 20, tax code and registration number in the Register of Companies of Milan-Monza Brianza-Lodi 05091320159 (“**Esprinet**” or the “**Company**”).

2. Type of agreement

The shareholders’ agreements contained in the Agreement are relevant in accordance with art. 122, paragraphs 1 and 5, letter a) of the Consolidated Law on Finance.

3. Participating parties and Shares transferred in the Agreement

3.1. A total of 13,222,559 ordinary shares of Esprinet form the object of the Agreement, representing a total of 26.23% of shares making up the entire share capital.

3.2 The Participating Parties of the Agreement are listed in the following table, which shows the number of Shares transferred by each Participating Party:

Participating Party	Shares Transferred	% of share capital divided into 50,417,417 ordinary shares	% of total shares forming the object of the Agreement
Montinvest S.r.l.	8,232,070	16.33%	62.26%
Axopa S.r.l.	4,990,489	9.90%	37.74%
Total	13,222,559	26.23%	100%

4. Entity that can, through the Agreement, exercise control over the Company

There are no Participating Parties in the Agreement that can, on an individual basis, directly and/or through the Agreement, exercise control over the Company pursuant to the relevant primary and secondary legislation and, more precisely, pursuant to art. 93 of the Consolidated Law on Finance.

5. Content of the Agreement

The Participating Parties have established, under the Agreement (i) a voting syndicate ("Voting Syndicate") for the appointment of members who make up the corporate bodies of the Company for the entire duration of the Agreement, in respect of the current legislation and the statutory regulations of the Company (as better specified in the next paragraph 6), (ii) a commitment to prior consultation, also through the Agreement Secretary (as defined below), before each ordinary and/or extraordinary shareholders' meeting is held, in order to verify the possibility of harmonising the expression of the voting right at the shareholders' meeting ("Prior Consultation") and (iii) a disclosure obligation, also through the Agreement Secretary (as defined below), in the event of the partial or complete transfer, in any capacity, of Shares to third parties ("Disclosure Obligation").

6. Voting Syndicate

6.1 Board of Directors

For the entire duration of the Agreement, the Parties undertake to exercise their respective corporate rights deriving from the Shares transferred in the Agreement so that they can jointly present, and vote, on a single list for the renewal of Esprinet's Board of Directors, which contains the following names:

- (i) Maurizio Rota;
- (ii) Marco Monti;
- (iii) Alessandro Cattani.

For the entire duration of the Agreement, the Parties undertake, within the limits permitted by law, to do everything in their power to ensure that the following are appointed: (i) Maurizio Rota as Non-executive Chairman of the Board of Directors; (ii) Marco Monti as the Vice Chairman of the Board of Directors and (iii) Alessandro Cattani as Chief Executive Officer.

In order to complete the list for the renewal of the Board of Directors, the Parties undertake to identify additional candidates – in observance of the legal and regulatory provisions and the Code of Corporate Governance in force from time to time – within 5 days prior to the deadline for the presentation of lists required by Esprinet's articles of association.

If, for the entire duration of the Agreement, one or more members of the Board of Directors needs to be

replaced, the Parties undertake to consult one another in order to jointly identify and vote for a replacement candidate at the shareholders' meeting.

6.2 Board of Statutory Auditors

For the entire duration of the Agreement, the Parties undertake to exercise their respective corporate rights deriving from the Shares transferred in this Agreement so that they can jointly present, and vote, on a single list for the renewal of Esprinet's Board of Statutory Auditors, composed as follows:

- (i) 1 standing member, who will hold the role of Chairman, based on mutual appointment by Montinvest and Axopa;
- (ii) 1 standing member and 1 alternate member appointed by Montinvest;
- (iii) 1 standing member and 1 alternate member appointed by Axopa.

If, for the entire duration of the Agreement, one or more members of the Board of Statutory Auditors needs to be replaced, the Parties undertake to jointly propose and vote for the replacement candidate at the shareholders' meeting, indicated on the proposal of the Participating Party who had appointed the outgoing statutory auditor.

7. Agreement Secretary

For the entire duration of the Agreement, the Parties mutually agree to the appointment of the Agreement secretary ("Agreement Secretary"), to whom the following tasks are assigned:

- (i) sending communications as part of the Disclosure Obligation;
- (ii) compilation and formalities for the presentation of lists;
- (iii) consulting with the Parties as part of the Prior Consultation.

8. Duration of the Agreement —*replacement of the 2020 Agreement*

The Agreement shall remain in force ~~for a period of 3 years from the date of stipulation (i.e. March 24, 2023) (the "Effective Date")~~, i.e. until March 23, 2026 ~~until the day after the day on which Esprinet shareholders' meeting will be held, which will deliberate, among other things, the approval of financial statements as of December 31, 2023 and the renewal of corporate bodies for the three-year period 2024-2026.~~

~~By signing the Agreement, the 2020 Agreement Parties have resolved by mutual consent the 2020 Agreement, which, consequently, as of the Effective Date it has become ineffective and it is entirely replaced by the Agreement.~~

9. Future Purchases

Each Party undertakes not to carry out, directly or indirectly, further purchases of Shares, as such to give rise to the obligation of a take-over bid by the Participating Parties.

10. Filing

The Agreement, as amended by the Amending Agreement, was filed on March 15, 2024, at the Office of the Register of Companies of Milan-Monza Brianza – Lodi under registration number PRA/169156/2024/CMBAUTO.
