

## **ESPRINET S.p.A.**

**Registered office in Via Energy Park, 20 – 20871 VIMERCATE (MB)**

### **REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING**

**(IN ACCORDANCE WITH ART. 153 OF ITALIAN LEGISLATIVE DECREE NO. 58 OF 1998  
AND ART. 2429 OF THE ITALIAN CIVIL CODE)**

Dear Shareholders,

during the year ended as at 31 December 2023, the Board of Statutory Auditors of Esprinet S.p.A. (*"Esprinet"* or the *"Company"*) carried out its activities in compliance with the provisions of the law in force, monitoring compliance with the law, the memorandum of incorporation and the Articles of Association, on compliance with the principles of proper administration, on the adequacy of the organisational structure, on the financial disclosure process, on the internal control and risk management system, on the administrative and accounting system of the Company - including therein the reliability of the latter to correctly represent the management events. The Board also supervised the adequacy of the provisions imparted by the Company to the Subsidiaries and the methods of practical implementation of corporate governance rules, as well as monitored - in its capacity as internal control and audit committee pursuant to Art. 19 of Italian Legislative Decree no. 39 of 27 January 2010 - the statutory audit of annual and consolidated accounts and verified the selection process and independence of the Independent Auditors.

We carried out the tasks allocated to us as the Board of Statutory Auditors in compliance and in accordance with the regulatory provisions, pursuant to Art. 149 and 153 of Italian Legislative Decree no. 58 of 24 February 1998 (hereinafter also *"TUF"*) and Art. 2429, paragraph 2 of the Italian Civil Code. More generally, we acknowledge that we adopted as the founding values of our institutional activities the principles contained in the rules of conduct of the Board of Statutory Auditors of listed companies issued by the National Council of Chartered Accountants and Accounting Experts (December 2023), the recommendations provided by Consob regarding corporate controls, as well as the indications contained in the "Corporate Governance Code" of listed companies, which Esprinet has adopted.

The Company has adopted the traditional governance model and therefore the Board of Statutory Auditors acts as the *"Internal Control and Audit Committee"*, which is responsible for additional specific control and monitoring functions in terms of financial reporting and statutory audit, as provided for by Art. 19 of Italian

Legislative Decree no. 39 of 27 January 2010, as amended by Italian Legislative Decree no. 135 of 17 July 2016.

On 7 April 2021, the Shareholders' Meeting of Esprinet S.p.A. appointed Prof. Maurizio Dallochio (Chairman), Ms Maria Luisa Mosconi and Ms Silvia Muzi (Standing Auditors) as members of the Board of Statutory Auditors for the 2021-2023 three-year period and, therefore, until the approval of the Financial Statements as at 31 December 2023. Alternate auditors Mr Vieri Chimenti and Mr Riccardo Garbagnati were also appointed.

The tasks of statutory audit, pursuant to "Italian Legislative Decree no. 39/2010" (as subsequently amended by Italian Legislative Decree 135/2016), were assigned to PricewaterhouseCoopers (hereinafter Independent Auditors or PwC), appointed by the Shareholders' Meeting on 8 May 2019 for the 2019-2027 period.

By means of this report (hereinafter also the "Report"), the Board of Statutory Auditors notifies the Shareholders' Meeting convened on 24 April 2024, in a single call, to approve the financial statements as at 31 December 2023 of the activities carried out in fulfilling its institutional duties, consistent with the indications contained, inter alia, in Consob Communication DEM/1025564 of 6 April 2001, as subsequently supplemented by communication no. DEM 3021582 of 4 April 2003, with communication no. DEM 6031329 of 7 April 2006 and communication DEM/0031948 of 10/3/2017, issued as follow-ups to previous communications DEM/0007780 of 28 January 2016 and DEM/0003907 of 19 January 2015.

## **1. SUPERVISORY ACTIVITIES**

### **1.1 Supervisory activities on compliance with the law and the Articles of Association**

The supervisory duties of the Board of Statutory Auditors are governed by Art. 2403 of the Italian Civil Code, by Italian Legislative Decree no. 58/1998 and Italian Legislative Decree no. 39/2010. The Board has taken into account the amendments made to Italian Legislative Decree no. 39/2010 by Italian Legislative Decree no. 135/2016, implementing Directive 2014/56/EU and European Regulation 537/2014.

The Board of Statutory Auditors performed the supervisory activities set forth in the regulations in force in observance, in particular, (i) of the provisions of Art. 149 of the TUF, (ii) of the "*Rules of Conduct of the Board of Statutory Auditors of Listed Companies*" issued by the National Council of Chartered Accountants and Accounting Experts regarding corporate controls and activities of the Board of Statutory Auditors, as well as (iii) of the recommendations contained in the Corporate Governance Code.

On the supervisory activities carried out during the year, considering the indications provided by Consob with communication DEM/1025564 of 6 April 2001, amended and supplemented with communication DEM/3021582 of 4 April 2003 and, subsequently, with communication no. DEM/6031329 of 7 April 2006, the Board represents the following:

As regards the activities carried out during the year, the Board of Statutory Auditors:

- a) met 10 times, both in a face-to-face setting and via audio-video conference connection, with meetings lasting at least two hours;
- b) took part in (i) 16 meetings of the Board of Directors; (ii) 4 meetings of the Control and Risks Committee; (iii) 1 meeting of the Independent Related-Party Transactions Committee (iv) 5 meetings of the Appointments and Remuneration Committee. It is hereby acknowledged that the Board of Directors also set up the Competitiveness and Sustainability Committee, which the Board of Statutory Auditors does not take part in;
- c) participated in the Ordinary Shareholders' Meeting held on 20 April 2023;
- d) monitored the observance of the law and of the Articles of Association, as well as acquired knowledge and monitored, for matters within its competence, the adequacy of the Company's organisational structure, respect for the principles of correct administration and adequacy of the provisions handed down by the Company to its Subsidiaries, pursuant to Art. 114, paragraph 2, of the TUF;
- e) also monitored i) for the purposes of preparation of the financial statements for the year ended as at 31 December 2023, observance of the provisions set forth in the ESEF Regulation; ii) for the purposes of the drafting of the Non-Financial Statement (NFS), contained in the Group's Sustainability Report for 2023, compliance with (EU) Regulation no. 2020/852 of 18 June 2020 and associated Delegated Regulations (EU) no. 2021/2178 and (EU) no. 2021/2139 ("**Taxonomy Regulation**").

The Board of Statutory Auditors notes that during the 2023 financial year no reports were made to the administrative body pursuant to and for the purposes of Art. 25 *octies* of Italian Legislative Decree no. 14 of 12 January 2019 as subsequently amended and supplemented, nor did the Board in turn receive reports pursuant to Art. 25 *novies*.

During the year, the Company did not receive "requests for information pursuant to Italian Legislative Decree no. 58/98 (TUF)" from Consob.

## **1.2 Supervisory activities on compliance with the principles of proper administration**

For matters within its competence, the Board of Statutory Auditors acquired knowledge and monitored compliance with the fundamental criterion of sound and prudent management of the Company and the more general principle of diligence, all on the basis of participation in the meetings of the Board of Directors, the documentation and the information received directly from the various management bodies in relation to transactions put in place by the Group and, where opportune, with specific analyses and verifications, and can confirm, in this regard, that the running of the company was compliant with the criteria of economic validity (informed actions) and legal grounds (entity fully vested with the power to manage this). The information acquired made it possible to verify compliance with the law and the Articles of Association of the actions resolved and implemented during this year and to verify that they were not manifestly imprudent or risky.

The Board of Statutory Auditors:

- supervised the decision-making procedures of the Board of Directors and verified that the management decisions were compliant with the applicable regulations (substantive legality), adopted in the interest of the Company, compatible with the company resources and assets and adequately supported by information, analysis and verification processes, also with the support, when deemed necessary, of advisory activities of committees or external professionals;
- acquired knowledge and supervised, to the extent of its competence, the adequacy of the instructions imparted by the Company to its subsidiaries, pursuant to Art. 114, paragraph 2, of the TUF, through the acquisition of information from the managers of the competent corporate functions and from the Independent Auditors, as part of the mutual exchange of relevant data and information;
- obtained from the Chief Executive Officer, based on the frequency established in the regulations and Art. 17 of the Articles of Association and during Board meetings, the necessary information on the activities carried out and on transactions of greater economic, financial and equity significance resolved and implemented during the year, carried out by the Company, as well as, pursuant to Art. 150, paragraph 1, of the TUF, those implemented by the subsidiaries, like those adequately detailed in the Directors' Report on Operations to which reference should be made, as well as the general operating performance and its outlook; in this regard the Board has no specific findings to report;

- also acquired the necessary information to carry out the activities within its competence by collecting documents, data and information and through periodic meetings, planned for the purpose of the mutual exchange of relevant data and information with the (i) Company's management, in particular: (a) the Legal Manager with regard, by way of example, to the status of the disputes of Esprinet and its Subsidiaries, to the "Report on Corporate Governance and Ownership Structure 2023"; the "Report on Remuneration and Fees Paid"; (b) the Chief Administration & Risk Officer and the Financial Reporting Officer; (c) the Managers of the individual organisational functions of the Company; (ii) the Supervisory Body and the Guarantor of the Code of Ethics set forth in the organisation, management and control model, adopted by the Company in compliance with Italian Legislative Decree no. 231 of 2001 (hereinafter also the "Model 231"); (iii) the representatives of the Independent Auditors, as well as (iv) the control bodies of the Subsidiaries.

The Annual Financial Report, the information received during the meetings of the Board of Directors and that received from the Chief Executive Officer, from the top management, and from the Independent Auditors did not highlight the existence of atypical and/or unusual transactions with Group companies, third parties or related parties.

Based on said considerations, the Board of Statutory Auditors has no observations to make on respect for the principles of proper administration, which were constantly respected.

### **1.3 Supervisory activities on the adequacy of the organisational structure**

During the year under review, the Board of Statutory Auditors acquired knowledge and supervised, to the extent of its competence, the adequacy of the organisational structure of the Company in relation to its structure, procedures, competences and responsibilities, the company's size, the nature and its methods of pursuing the corporate purpose, not having, in this case, specific findings to report. The Board of Statutory Auditors intends to highlight that, as far as it has been able to detect in the course of its activities, the Board of Directors shares the strategies of the Company and the Group to pursue sustainable success; it prepares the organisational structures of the same, as well as verifies the existence of the internal controls necessary to monitor the performance of the company and the Group; it also promotes dialogue with shareholders and other stakeholders relevant to Esprinet. The Board of Statutory Auditors notes that the Board of Directors has established an internal Appointments and Remuneration Committee, a Control and Risk Committee and a Related Party Transactions Committee, with preliminary, propositional and advisory functions, in accordance with the provisions of Art. 3 of the Corporate Governance Code.

In particular, the Board of Statutory Auditors can confirm that the composition of the Administrative Body is compliant with the provisions of Art. 148, paragraph 3 of the TUF, as referenced by Art. 147-ter, paragraph 4, with reference to the presence of independent Directors and gender quotas in its composition.

The Board of Statutory Auditors also acknowledges that the Company continues to adopt the Organisation and Management Model, in compliance with the provisions of Italian Legislative Decree no. 231 of 2001, in order to protect the Company from any behaviours that may involve its administrative responsibility in relation to offences committed or attempted in its interest or for its benefit by persons in "*top management*" positions in the organisational structure or by persons subject to supervision and control of the latter, and appointed the Supervisory Body, vested with autonomous powers of initiative and control, in compliance with the legal provisions. An independent budget was assigned to the same.

The Supervisory Body presented the Board of Statutory Auditors with the half-yearly reports on the activities carried out in 2023, which concerned the verification of the application of the Model 231 and of the monitoring of its implementation and updating, the effectiveness of the monitoring of the corporate functions involved in the implementation of the same, with particular regard to the communication and training targeted at Esprinet personnel. The current control model, lastly updated in July 2023, made it possible to implement the verifications as required by the 2023 Supervisory Program. As a result of the mutual exchange of information, the Supervisory Body did not highlight any situations that required reporting to the Corporate Bodies.

In this regard, the Board notes that the Company has also adopted the whistleblowing procedure and no reports have been received on the dedicated platform.

The monitoring of the Supervisory Body also concerned the periodic obligations on market abuse, with respect to which the same Body did not find any anomalies.

#### **1.4 Supervisory activities on the adequacy of the internal control system**

The supervisory activities carried out did not flag any anomalies which may be considered indicators of the inadequacy of the internal control and risk management system. In particular, also in compliance with the acknowledgements contained in Consob warning notice no. 1/21 of 16 February 2021, the Board of Statutory Auditors believes that said system is suited to the management characteristics of the Company and the Group, compliant with the requirements of efficiency and effectiveness in the monitoring of risks and in observance of the procedures and the internal and external provisions.

In relation to the effectiveness of the internal control and risk management system - aimed at safeguarding company assets, the efficiency of company processes, the reliability of financial information and, more generally speaking, respect for the regulatory provisions, the Articles of Association and the internal procedures - we certify that we have evaluated the relevant appropriateness, having identified that: (i) the planning process is supported by adequate information systems and procedures that make it possible to reliably reconcile the main economic and financial information with the results of the information systems used within the individual Subsidiaries; (ii) the process ensures the correctness and the integrity of said information.

The Board of Statutory Auditors also verified that the information required by Art. 123-bis, paragraph 2, letter b) of the TUF was provided in the Directors' Report on Operations on the main characteristics of the internal control and risk management systems in place in relation to the financial disclosure process, including consolidated.

It is hereby confirmed that no facts or situations were reported to the Board of Statutory Auditors that need to be highlighted in this Report.

### **1.5 Supervisory activities on the adequacy of the administrative and accounting system and its reliability in correctly representing management events**

The Board of Statutory Auditors has no observations to formulate on the adequacy of the administrative-accounting system and on its reliability in correctly representing management events.

The Board of Statutory Auditors supervised the administrative and accounting system and the financial information process, monitored the process and checked the effectiveness of the internal control and risk management systems with regard to financial reporting.

With reference to the accounting disclosures contained in the Separate Financial Statements and the Consolidated Financial Statements as at 31 December 2023, the certifications of the Chief Executive Officer and of the Financial Reporting Officer were correctly provided in accordance with Art. 81-ter of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 (hereinafter also the *Issuers' Regulation*).

The Board of Statutory Auditors periodically met with the Financial Reporting Officer to exchange information on the administrative-accounting system, as well as on the latter's reliability in correctly representing the management events.

The Company is equipped with an internal control and risk management system, in relation to the Group's financial reporting process, aimed at ensuring the credibility, accuracy, reliability and promptness of corporate information regarding financial reporting and the ability of the company processes that are relevant in this regard to produce said disclosures in compliance with the accounting standards.

Esprinet S.p.A. has set in place procedures that define the correct application of rules, roles and responsibilities, as well as allowing the evaluation of the effectiveness of the Internal Control System on Corporate Disclosures applied both to Esprinet and to its Subsidiaries.

The internal control and risk management model on corporate disclosure adopted by Esprinet and its Subsidiaries was defined in accordance with the provisions of the aforementioned Art. 154-*bis* of the TUF.

The Board of Statutory Auditors monitored the adequacy of the Internal Control and Risk Management System and the Administrative and Accounting System, as well as the latter's reliability in correctly representing management events through the competent corporate functions. In particular, the Board monitored the adequacy and effective functioning of the Internal Control and Risk Management System through:

- the examination of the "Report on the organisational, administrative and accounting structure of Esprinet S.p.A. and its Subsidiaries - 2022" in order to allow the Board of Directors to evaluate, pursuant to Art. 154-*bis*, paragraph 4 of the TUF, the adequacy of the documents provided to the Financial Reporting Officer;
- the review of the 2023 report on the adequacy of the Internal Control System, on corporate disclosure and on respect for administrative-accounting procedures, in order to allow the Board of Directors to fulfil its obligations of monitoring the effective observance of the administrative-accounting procedures, pursuant to Art. 154-*bis*, paragraph 4 of the TUF. the Financial Reporting Officer and the Chief Executive Officer provided the appropriate certifications on 14 March 2023, as required by Art. 154-*bis*, paragraph 5 of the TUF;
- periodic meetings with the *Head of Internal Audit* in relation to: (i) the activities carried out, (ii) the results of the audits conducted, (iii) the follow-up reports on the corrective actions identified as a result of the audit activities, (iv) the proposed Audit Plan for 2023 and (v) the presentation of the functionalities of the information system in support of the Internal Audit process, (vi) the proposed Audit Plan for 2024 and (vii) the reports, including in anonymous form (where present), received by Esprinet and its Subsidiaries;



- periodic meetings with the Head of *Enterprise Risk Management* in relation to: (i) the updating of the mapping of risks of the Esprinet Group (ii) the associated potential impacts, (iii) the controls implemented as part of the acquisition of new companies, (iv) the mitigation actions identified, as well as (v) the possible developments of the ERM model;
- the examination of the documentation and the periodic reports set forth in the guidelines for *whistleblowing* reports received by Esprinet and its Subsidiaries, which showed that the Company and its Italian Subsidiaries did not receive any anonymous reports in 2023; it is noted that Esprinet Iberica received a report in December 2023 and the appropriate investigations are still in progress;
- the review of the disclosures regarding news/notifications from investigations by the Bodies/Authorities of the Italian State with criminal jurisdiction or, nonetheless, with judicial investigation powers, with reference to unlawful acts that could involve, including potentially, Esprinet or its Subsidiaries directly or indirectly, as well as its directors and/or employees;
- an examination of the corporate documents and the results of the work performed by the Independent Auditors;
- relations with the control bodies of the Subsidiaries, pursuant to Art. 151, paragraphs 1 and 2 of the TUF;
- participation in the works of the Control and Risks Committee and the Independent Related-Party Transactions Committee.

The Board of Statutory Auditors also examined the statements of the Chief Executive Officer and of the Financial Reporting Officer pursuant to the provisions contained in Art. 154-bis, paragraphs 3 and 4 of the TUF, presented on 12 March 2024.

The Board of Directors approved the *Impairment Test* procedure, prepared in accordance with the provisions of IAS 36, aimed at regulating the methods for verifying the recoverability of the assets within the Esprinet Group as well as the results of the application of the same procedure to the relevant items of the 2023 financial statements.

The Board of Statutory Auditors supervised (i) the adoption of the procedure by the Board, and subsequently, (ii) the results of the checks carried out in this regard by management, which confirmed the recoverability of the assets subject to the impairment test.

## **1.6 Supervisory activities on the non-financial statement pursuant to Art. 4 of Italian Legislative Decree no. 254 of 2016 and information on diversity**

Pursuant to Art. 3, paragraph 7, of Italian Legislative Decree no. 254 of 30 December 2016 (hereinafter also the "*Decree*") which implemented Directive 2014/95/EU containing the amendment to directive 2013/34/EU as regards the communication of non-financial information and information on diversity by certain companies and certain large groups, the Board of Statutory Auditors monitors the observance of the provisions established in said Decree and documents them in the annual report to the Shareholders' Meeting, "*as part of the performance of the functions attributed to said body by the general regulations of the legal system*" pursuant to Art. 2403 of the Italian Civil Code and Art. 149 of the TUF for statutory auditors of listed companies.

The Board of Statutory Auditors verified, to the extent of its competence, that the Company has fulfilled its obligations under the provisions of the Decree through the drafting of the NFS. Furthermore, in the context of its activities, there was no evidence of non-compliance and/or violation of the applicable reference regulations.

In particular, the Board of Statutory Auditors met with representatives of the competent functions of Esprinet S.p.A. and the Independent Auditors for an in-depth review of (i) the corporate process of preparation of the NFS and (ii) the international reporting standards adopted.

Lastly, the Board of Statutory Auditors examined the report of the Independent Auditors ("*limited assurance engagement*") pursuant to Art. 5 of Consob Regulation no. 20267 of 18 January 2018, issued on 28 March 2024, which showed the absence of elements, facts or circumstances which suggest that the NFS has not been drafted in compliance with the reference regulations and the international reporting standards.

## **1.7 Supervisory activities on the correct implementation of the corporate governance rules**

Pursuant to Art. 149, paragraph 1, letter *c-bis* of the TUF, the Board of Statutory Auditors monitored the methods for the practical implementation of the corporate governance rules set out in the Corporate Governance Code adopted by Esprinet.

The "*Report on Corporate Governance and Ownership Structure 2023*", in accordance with Art. 123-bis, paragraphs 1 and 2 of the TUF, prepared by the Directors and approved by the Board of Directors at the meeting on 12 March 2024, outlines in detail the principles and application criteria adopted by the

Company, in order to clearly disclose which of the recommendations of the aforementioned Corporate Governance Code were adopted and the methods used to actually apply them, in application of the *comply or explain* principle.

The Board of Statutory Auditors also verified the correct application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of its non-executive directors, as well as the compliance with the independence criteria by the individual members of the Board of Statutory Auditors, as also required by the Corporate Governance Code. The Board of Statutory Auditors then monitored the correct fulfilment, by the various administrative functions of the Company, of the respective obligations of periodic or potential information.

With reference to the Remuneration Policies, the Board of Statutory Auditors verified the corporate processes that led to the definition of the company's remuneration policies with particular reference to the remuneration criteria for the Chief Executive Officer and Key Executives, providing the related opinions where required by law. On 12 March 2023, on the proposal of the Appointments and Remuneration Committee, the Board of Directors approved the "Annual Remuneration Report", prepared pursuant to Art. 123-ter of the TUF and in compliance with the provisions of Art. 5 of the Corporate Governance Code, to which reference is made.

In relation to the topics of social responsibility, monitored the application of the sustainability model in the corporate processes and company strategies. In addition, it examined the (i) new Plan relating to "Project Horizon", (ii) the ESG initiatives included in the 2022-2024 Business Plan. The integration of sustainability in the business processes and the implementation and management strategies were reported in the individual Non-Financial Statement (hereinafter also NFS) pursuant to paragraph 1.6.

It monitored the adequacy of the information flows provided by the Subsidiaries to Esprinet, aimed at ensuring the timely fulfilment of the communication obligations provided for by law.

Pursuant to Rule Q.1.1. of the "*Rules of conduct of the Board of Statutory Auditors of listed companies*" of the National Council of Chartered Accountants and Accounting Experts, on 29 February 2024 the Board of Statutory Auditors carried out a self-assessment with regard to its composition, size and operation, as well other criteria indicated by Art. 19 of the Articles of Association. With reference to personal and collective requirements and skills, it emerged, in particular, that:

- all standing auditors, in addition to meeting the requirements of integrity and professionalism and not falling within the situations of incompatibility envisaged by current legislation, also meet the independence requirements set forth in the Corporate Governance Code;
- the Board of Statutory Auditors guarantees the gender diversity of its members;

- each Standing Auditor has good knowledge and experience in several areas of competence;
- the Board of Statutory Auditors has an overall adequate competence.

The results of said activities are filed in the records of the Board of Statutory Auditors.

## **1.8 Supervisory activities on the most significant economic, financial and equity transactions and on transactions with related parties**

The Board of Statutory Auditors believes that adequate information was acquired on the most significant economic, financial and equity transactions carried out by Esprinet and the Group companies presented in the Directors' Report on Operations and in the Notes to the Financial Statements, to which reference should be made - in observance of the guidelines to be provided in said area based on Consob resolution no. 17221 of 12 March 2010 and subsequent amendments and additions.

In particular, in the Directors' Report on Operations and the notes to the separate financial statements and the consolidated financial statements, the Board of Directors provided an exhaustive description of transactions (where present) involving interests of Directors and Statutory Auditors and transactions with related parties.

In addition, the Board of Statutory Auditors acknowledges that the transactions indicated therein were carried out in respect of their approval and implementation methods, set forth in the appropriate internal procedure adopted in observance of Art. 2391-bis of the Italian Civil Code and the implementing regulation enacted by Consob. In this regard, at its meeting on 30 June 2021, the Board of Directors approved the new *"Procedure regarding the Management and Approval of Transactions with Related Parties"*, confirming the relevant threshold for *"Transactions of Major Importance"*.

The Board of Statutory Auditors certifies that, based on the information acquired, the transactions of major importance described in Esprinet's separate financial statements as at 31 December 2023 conform to the law and the articles of association, are not manifestly imprudent or risky, or carried out in conflict of interest or contrary to the resolutions approved by the Shareholders' Meeting, or as such that would compromise the integrity of the company's assets. In addition, based on the information available to the Board of Statutory Auditors, the existence of atypical and/or unusual transactions did not come to light.

An exhaustive description of the transactions entered into with the Company's Subsidiaries and other related parties is provided in the Directors' Report on Operations and in the Notes to the Separate Financial Statements and the Consolidated Financial Statements for the year ended as at 31 December

2023. In the opinion of the Board of Statutory Auditors, these transactions are: (i) presented correctly and completely in the aforementioned documents; (ii) conform to the law and the Articles of Association; (iii) in keeping with the company's interest and convenience, the protection of corporate assets and minority shareholders, and (iv) not characterised by situations involving a conflict of interest; for a detailed list of these, please refer to the Notes to the Financial Statements.

## 2. OTHER ACTIVITIES

### 2.1 Internal Control and Audit Committee

Pursuant to Art. 19 of Italian Legislative Decree 39/2010, as amended by Italian Legislative Decree 135/2016, the Board of Statutory Auditors also acts as the Internal Control and Audit Committee and, therefore, carried out the prescribed supervisory activities on the audit of annual financial statements and of consolidated financial statements by the Independent Auditors. The Board has supervised the general preparation of the financial statements for the year and specifies that the supervision of the financial reporting process, through the examination of the control system and of the processes for the production of information that have as their specific object accounting data in the strict sense, was conducted with regard not to the information data but to the process through which the information is produced and disseminated.

In its role as “*Internal Control and Audit Committee*” pursuant to Art. 19 of Italian Legislative Decree no. 39/2010, the Board of Statutory Auditors carried out monitoring activities with regard to: (i) the corporate disclosure process; (ii) the effectiveness of the internal control and risk management systems, and of the internal audit; (iii) the independent audit of the annual separate and consolidated accounts, and (iv) the independence of the Independent Auditors.

As already previously mentioned, PricewaterhouseCoopers (PwC) is the company to which the ordinary Shareholders' Meeting of 8 May 2019 assigned the tasks of the independent audit of the separate financial statements of Esprinet and the consolidated financial statements of the Esprinet Group for the years from 31 December 2019 to 31 December 2027.

During the supervisory activities carried out in 2023, the Board of Statutory Auditors met periodically the responsible officers of the Independent Auditors PwC SpA, also pursuant to Art. 150, paragraph 3, of the TUF and Art. 19, paragraph 1, of Italian Legislative Decree no. 39 of 2010, for the purpose of exchanging information to examine the results deriving from the verification of

the regular keeping of the accounts, for the examination of the Audit Plan of Esprinet and the Group for the 2023 financial year and the progress of the same Plan. During these meetings, the Independent Auditors did not highlight any acts or facts deemed reprehensible or irregularities that required the formulation of specific reports pursuant to Art. 155, paragraph 2 of the TUF or situations that must be highlighted in this Report. There has been a constant flow of information between the Independent Auditors and the Board of Statutory Auditors, also on an informal basis, throughout the year ended 31 December 2023, as well as in the phases prior to the completion of this report.

The Board of Statutory Auditors and the Independent Auditors also entertained continuous exchanges of information, also pursuant to Art. 2409 - septies of the Italian Civil Code; in particular, the Board (i) acknowledged an adequate level of professional scepticism; (ii) promoted effective and timely communication with the Auditors; (iii) monitored, without finding critical issues, the impacts related to the "remote" working methods implemented by the Auditor, with the support of the company structures.

The Board of Statutory Auditors i) analysed the activities carried out by the Independent Auditors and, in particular, the methodological structure, the audit approach used for the various significant areas of the financial statements and the planning of the audit work and ii) shared issues relating to business risks with the Independent Auditors, thus being able to appreciate the adequacy of the response planned by the independent auditors with respect to the structural and risk profiles of the Company and the Group.

As further confirmation of the above, lastly, the Board of Statutory Auditors received, on 28 March 2024, the "*Report to the Internal Control and Audit Committee*" pursuant to Art. 11 of Regulation (EU) no. 537 of 2014, which did not highlight any significant aspects that need to be included in this Report.

As regards the results of the financial statements for the year ended as at 31 December 2023, the appropriate in-depth technical analyses were carried out on the most significant items of the document, constantly liaising with the Independent Auditors, in observance of the respective competences and responsibilities.

During the year, the managers of the Independent Auditors informed the Board of the audit plan prepared, its implementation and its results; during said meetings, no facts or situations came to light that need to be included in this Report, neither regarding the audit activities, nor any shortcomings in terms of the integrity of the internal control system.

The Board received from the Independent Auditors a disclosure relating to regulatory changes with an impact on the audit activities and, more specifically, an annual audit report.

The Independent Auditors also sent the Additional Report required by Art. 11 of EU Regulation no. 537/2014 to the Board of Statutory Auditors, as the Internal Control and Audit Committee, which highlighted the following:

- the most significant aspects in the audit of the 2023 separate financial statements;
- the audit methodology, the identification of the material risks and the significance applied;
- the non-verification of deficiencies of the internal control system in relation to the financial disclosure process.

In addition, in the aforementioned Report, the Independent Auditors confirmed, pursuant to Art. 6, paragraph 2, letter 4) of the European Regulation no. 537/2014, its independence as well as the measures taken by the Independent Auditors to limit said risks.

Pursuant to Art. 17, paragraph 9, of Italian Legislative Decree 39/2010, the Board of Statutory Auditors verified the independence requirement of the Independent Auditors and that there were no omissions, censurable events or irregularities. Equally, the supervisory activities revealed no significant facts that required reporting to the control bodies or mentioning in this Report.

The Report to the Financial Statements provided full disclosure of the compensation to the Independent Auditors pursuant to Art. 149-duodecies of the Consob Issuers' Regulation, to which reference should be made.

The Board of Statutory Auditors, in its role of Internal Control and Audit Committee, fulfilled the duties required by Art. 19, paragraph 1, letter e) of Italian Legislative Decree 39/2010 as amended by Italian Legislative Decree 135/2016 and Art. 5, paragraph 4 of EU Regulation 537/2014 regarding prior approval of the aforementioned engagements, verifying their compatibility with the regulations in force and, more specifically, with the provisions set out in Art. 17 of Italian Legislative Decree 39/2010 – as amended by Italian Legislative Decree 135/2016 - as well as with the prohibitions set out in Art. 5 of EU Regulation 537/2014 referenced herein.

The Board of Statutory Auditors received from the Independent Auditors the confirmation of the independence of said entity pursuant to Art. 6 of (EU) Regulation no. 537/2014, as well as the communication of non-audit services provided to the Company by said Independent Auditors as well as by entities belonging to its network.

## **2.2 2023 Consolidated Financial Statements and draft Separate Financial Statements**

The draft financial statements for the year as at 31 December 2023, accompanied by the Directors' Report on Operations, as well as the certification of the Chief Executive Officer and of the Financial Reporting Officer, approved by the Board of Directors at the meeting of 12 March 2024, was simultaneously made available to the Board of Statutory Auditors and the Independent Auditors in view of the Shareholders' Meeting called for 24 April 2024. On the same date, the Esprinet's Board of Directors approved the Group Consolidated Financial Statements, as prepared by the Financial Reporting Officer, pursuant to Art. 154-bis of the TUF, accompanied by the certification of the Chief Executive Officer and the Financial Reporting Manager.

The Financial Statements were prepared according to the *International Financial Reporting Standards* ("IFRS") issued by the *International Accounting Standards Board* ("IASB") and adopted by the European Commission according to the procedure pursuant to Art. 6 of Regulation (EC) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 and in accordance with Art. 9 of Italian Legislative Decree no. 38/2005. The IFRSs also include the *International Accounting Standards* ("IAS") as well as the interpretative documents still in force issued by the IFRS *Interpretation Committee* ("IFRS IC"), including those issued previously by the *International Financial Reporting Interpretations Committee* ("IFRIC") and, earlier still, by the *Standing Interpretations Committee* ("SIC").

We also represent to you that said financial statements were drafted in observance of the specific requirements of Regulation (EU) no. 2019/815 ("**ESEF Regulation**") and, therefore, in XHTML electronic format and present, with specific reference to Esprinet's consolidated financial statements as at 31 December 2023, the Inline iXBRL markings of the information according to the taxonomy indicated by the ESEF Regulation.

In the Directors' Report on Operations, in consideration of the Company's nature of industrial holding, also in order to make it easier to understand the economic results, the Company has prepared the reclassified income statement format, limiting itself to inverting the order of the income statement items (i.e. presenting the items relating to financial management first) pursuant to Italian Legislative Decree no. 127 of 1991, according to the guidelines provided by Consob in Communication no. 94001437 of 23 February 1994.

The explanatory notes to the financial statements detail the information and outcomes of the valuation process conducted for the performance of the impairment test, which did not bring to light any losses



in value. The Board believes that the impairment test procedure adopted by the Company and the associated disclosure in the financial statements are therefore adequate.

The Independent Auditors *PricewaterhouseCoopers S.p.A. ("PwC")*, to whom the audit engagement was assigned, issued its Reports on 28 March 2024 in accordance with Art. 14 of Italian Legislative Decree no. 39 of 2010 and Art. 10 of Regulation (EU) no. 537 of 2014 for the Separate Financial Statements of Esprinet and for the Consolidated Financial Statements of the Esprinet Group as at 31 December 2023, expressing a judgement with no amendments or any requests for information. In particular, in said Reports, the Independent Auditors certify that the consolidated financial statements and the separate financial statements provide a true and fair view of the equity and financial position, the economic result and the cash flows for the year ended as at said date, in compliance with the IFRSs, as well as the provisions issued in implementation of Art. 9 of Italian Legislative Decree no. 38 of 2005 and that the Directors' Report on Operations and some specific information contained in the Report on Corporate Governance and Ownership Structure indicated in Art. 123-bis, paragraph 4, of the TUF, whose responsibility rests with Esprinet's Directors, are consistent with the separate financial statements and the consolidated financial statements of Esprinet as at 31 December 2023 and compliant with the legal provisions. The Independent Auditors also verified the Directors' approval of the Non-Financial Statement.

### **2.3 Assignment of engagements to the Independent Auditors**

The audit engagement assigned by Esprinet's Shareholders' Meeting on 8 May 2019 for the 2019–2027 period took effect in 2023.

Taking the above into consideration, in 2023, the Company assigned the following engagements to the Independent Auditors:

- (i) assignment concerning the performance of agreed audit procedures in relation to the inventories of Sifar Group Srl (*Agreed Upon Procedures* ISRS 4400) for a consideration of 8,700 euro plus expenses of 555 euro;
- (ii) assignment concerning a Tax Due Diligence for Lidera S.L. (non-audit service performed by PricewaterhouseCoopers Tax & Legal S.L. Spain), for a consideration of 14,000 euro.

The Board of Statutory Auditors also acknowledges that, in relation to the period following the Shareholders' Meeting of 8 May 2019, the following engagements and compensation were approved for the Independent Auditors PwC, with the letter of 13 March 2023 updating fees. In particular:

- (i) engagement for the audit of the Company's Separate Financial Statements for the 2019-2027 nine-year period (for a consideration of 245,000 euro for each financial year);
- (ii) engagement for the audit of the Group's Consolidated Financial Statements for the 2021-2027 nine-year period (for a consideration of 61,000 euro for each financial year);
- (iii) engagement for the limited scope audit of the condensed consolidated half-yearly financial statements of the Group as at 30 June for the 2019-2027 nine-year period, as recommended by Consob in communication no. 970011574 of 20 February 2017 (for a consideration of 60,000 euro for each financial year);
- (iv) engagement involving the limited scope audit of the Non-Financial Statement relating to the 2019-2027 financial years (for a consideration of 38,000 euro for each financial year).

The annexes to the 2023 Annual Financial Report highlight the considerations paid to the Independent Auditors in office for the independent audit services and the non-audit services pursuant to Art. 149-duodecies of the Consob Issuers' Regulation. Said Independent Auditors were not allocated any engagements not permitted by Art. 17, paragraph 3, of Italian Legislative Decree no. 39 of 2010.

The Board of Statutory Auditors hereby states that, during the 2023 financial year, the "*Internal framework procedure for the approval of services to be assigned to the Independent Auditors tasked with carrying out the independent audit and to its network*" was applied.

The Board of Statutory Auditors does not believe that any critical aspects exist regarding the independence of the current Independent Auditors, taking account of:

- the declaration of independence issued by the Independent Auditors PwC pursuant to Art.s 10 and 17 of Italian Legislative Decree no. 39 of 2010 and
- the unique characteristics of the engagements assigned by Esprinet and by the Group companies to the Independent Auditors PwC and the companies belonging to its network.

## **2.4 Opinions issued during the year**

During the year, the Board of Statutory Auditors issued four opinions, in particular:

- It examined and positively assessed the proposal of the Board of Directors concerning the allocation of the deferred portion of the variable remuneration for the year 2021 and the variable remuneration for the year 2022 of the Chief Executive Officer;

- It examined and positively assessed the Board's decision regarding the reduction of the fixed remuneration of the Chief Executive Officer;
- It examined and positively assessed the approval of the 2024 Audit Plan prepared by the Head of Internal Audit;
- It expressed a favourable opinion on the appointment of the new Financial Reporting Officer pursuant to Art. 154-bis of the TUF.

## **2.5 Closing remarks on the supervisory activities performed in relation to any omissions, censurable events or irregularities identified during said activities**

We certify that the supervisory activities, as described above, were carried out in 2023 in compliance with the relevant rules and regulations referred to above and that they did not identify any censurable events, omissions or irregularities such as to require reporting to the competent supervisory and control bodies or mentioning in this Report.

We also acknowledge that, in 2023, no notifications were received pursuant to Art. 2408 of the Italian Civil Code, nor were any complaints lodged by anyone.

With reference to the principles of proper administration, the meetings held with the management, with the control functions, with the Financial Reporting Officer and the Independent Auditors, the Board of Statutory Auditors can reasonably confirm that the transactions carried out were based on the principles of proper administration and that the company choices were taken based on adequate information flows.

The Board of Statutory Auditors also identified the non-existence of atypical and/or unusual transactions with the Group companies, with third parties and with related parties.

The Board of Statutory Auditors - also in light of the meetings held with the control bodies of the Subsidiaries - is not aware of any other facts or complaints which need to be mentioned at the Shareholders' Meeting.

With reference to the financial year closed as at 31 December 2023, the Board of Statutory Auditors conducted its own assessment based on a transparent and structured process, inspired by best practices. On the whole, the self-assessment returned a positive picture of the composition and functioning of the Board, highlighting its strengths and the areas of relative improvement to focus on during the remainder of its term of office.

## **2.6 Board of Statutory Auditors' Self-assessment**

The Board of Statutory Auditors in office was appointed with a three-year mandate by the Shareholders' Meeting on 7 April 2021; the appointment was made, in accordance with the law and the Articles of Association, on the basis of lists submitted by shareholders, also taking into account provisions on gender balance. Pursuant to Rule Q.1.7 of the Rules of Conduct of the Board of Statutory Auditors of listed companies, on 29 February 2024, the Board of Statutory Auditors of the Company assessed, with a positive outcome, the suitability of its members and the adequate composition of the body, with reference to the requirements of professionalism, competence, integrity and independence required by law. In particular, it checked that the independence requirements set forth in Art. 148, paragraph 3, of the TUF, as well as Art. 2 of the Corporate Governance Code for Listed Companies adopted by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A. (the aforementioned "*Corporate Governance Code*") regarding the independence of the statutory auditors of listed companies were met by all its members.

With reference to personal and collective requirements and skills, it emerged, in particular, that:

- all standing auditors, in addition to meeting the requirements of integrity and professionalism and not falling within the situations of incompatibility envisaged by current legislation, also meet the independence requirements set forth in the Corporate Governance Code;
- the Board of Statutory Auditors guarantees the gender and generational diversity of its members;
- each Standing Auditor has good knowledge and experience in several areas of competence;
- the Board of Statutory Auditors includes overall adequate competences.

The Board also shared and prepared the Report of the outgoing Board of Statutory Auditors to the Shareholders' Meeting, in compliance with the Rule Q.1.5 on conduct issued most recently by the National Council of Chartered Accountants and Accounting Experts in December 2023, as well as of Art. 2 of the Corporate Governance Code.

## **2.8 Indication of any proposals to be presented to the Shareholders' Meeting pursuant to Art. 153, paragraph 2 of the TUF**

Based on the information provided and outlined in this Report, considering the results of the Report of the Independent Auditors and also taking into account the information acquired by the Board of Statutory Auditors in the routine periodic controls, the Board of Statutory Auditors does not note, for

the profiles within its competence, any reason to prevent the approval of the separate financial statements for the year ended as at 31 December 2023, as drafted and approved by the Board of Directors on 12 March 2024, and the proposals formulated by said Board to the Shareholders' Meeting regarding the allocation of profit for the year and the distribution of the dividend.

Milan, 28 March 2024

**THE BOARD OF STATUTORY AUDITORS OF ESPRINET S.P.A.**

Maurizio Dallochio

Maria Luisa Mosconi

Silvia Muzi