

Informazione Regolamentata n. 0533-15-2024	Data/Ora Inizio Diffusione 24 Aprile 2024 18:23:15	Euronext Star Milan
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Societa' : ESPRINET

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Regolamentata : 189609

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Oggetto : The Shareholders' Meeting approves the 2023
Financial Statements and renews Social
Bodies. Maurizio Rota appointed Chairman

Testo del comunicato

Vedi allegato

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

ESPRINET: THE SHAREHOLDERS' MEETING APPROVES THE 2023 FINANCIAL STATEMENTS AND RENEWS SOCIAL BODIES MAURIZIO ROTA APPOINTED CHAIRMAN

Vimercate (Monza Brianza), 24 April 2024 - The Shareholders' Meeting of ESPRINET, leading Group in Southern Europe in advisory services, sale and rental of technological products and IT security, met today in ordinary session under the chairmanship of Maurizio Rota.

Financial Statements as at 31 December 2023

The Shareholders' Meeting approved the Financial Statements as at 31 December 2023 resolving to cover the loss for the year of Euro 29,039,257.72, by using the Extraordinary Reserve.

The Shareholders' Meeting examined the Consolidated Financial Statements at 31 December 2023 and the 2023 Sustainability Report and prepared in accordance with the guidelines of the Global Reporting Initiative (GRI), which also constitutes the Consolidated non-financial statement of the Group, in compliance with the requirements of Legislative Decree 254/2016 and the Spanish law Ley 11/2018.

Appointment of the Board of Directors

The Shareholders' Meeting approved the renewal of the Board of Directors for the three-year period 2024-2026 and established the number of members at 11. On the basis of the single list presented jointly by the shareholders Montinvest Srl and Axopa Srl, owners of a total of no. 14,613,988 ordinary shares equal to 28.99% of the share capital, the following were appointed: Maurizio Rota, Marco Monti, Alessandro Cattani, Angelo Miglietta, Riccardo Rota, Luigi Monti, Renata Maria Ricotti, Angela Sanarico, Angela Cossellu, Emanuela Prandelli, Emanuela Teresa Basso Petrino. Maurizio Rota, candidate for first place on the aforementioned list, was confirmed as Chairman.

The single list presented achieved a total no. 21.639.894 votes, equal to 95.31% of expressed votes.

The directors Angelo Miglietta, Renata Maria Ricotti, Angela Sanarico, Angela Cossellu, Emanuela Prandelli, Emanuela Teresa Basso Petrino, declared that they have the requisites of independence pursuant to the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3 of the TUF - Consolidated Law on Finance, as well as pursuant to the Corporate Governance Code for listed companies adopted by the Corporate Governance Committee in January 2020.

Professional curricula of each member of the Board are available on the website www.esprinet.com, Investor section.

Based on the declarations made and on the information in the possession of the Company, as of the date of appointment, Maurizio Rota and Alessandro Cattani are direct owners of no. 78,551 shares, respectively. Based on the Company's knowledge, none of the remaining members of the Board of Directors are, at the time of their appointment, direct owners of Esprinet shares. It should also be noted that Montinvest S.r.l., holder on the record date of no. 8,232,070 Esprinet shares, is attributable to Marco Monti and Luigi Monti and that Axopa S.r.l., holder on the record date of no. 6,381,918 Esprinet shares, is attributable to Maurizio Rota and Alessandro Cattani.

Finally, the Shareholders' Meeting determined the annual fixed remuneration component for the Board of Directors.

Appointment of the Board of Statutory Auditor

The Shareholders' Meeting approved the renewal of the Board of Statutory Auditors for the three-year period 2024-2026. On the basis of the list presented jointly by the shareholders Montinvest Srl and Axopa Srl, owners of a total of no. 14,613,988 ordinary shares equal to 28.99% of the share capital, the following were appointed: Maurizio Dallochio (Standing Auditor), Maria Luisa Mosconi (Standing Auditor), Riccardo Garbagnati (Alternate Auditor). Based on the list submitted jointly by the shareholders Arca Fondi SGR S.p.A., Fideuram Asset Management Ireland e Mediolanum Gestione Fondi SGR S.p.A., owners of a total of 1.39% of the ordinary shares, Silvia Muzi (Standing Auditor) and Vieri Chimenti (Alternate Auditor) were appointed. Silvia Muzi assumes the office of Chairman of the Board of Statutory Auditors.

The majority list achieved a total no. 17.406.775 votes, equal to 76.67% of expressed votes.

The professional curricula of the members of the Board of Statutory Auditors are available on the website www.esprinet.com, Investors section.

Finally, the Shareholders' Meeting determined the annual remuneration of the Board of Statutory Auditors.

Report on remuneration policy

The Shareholders' Meeting resolved to approve, in a favorable sense and with a binding resolution, the first section of the Remuneration Report prepared pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree no. 58/1998.

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

Long Term Incentive Plan

The Shareholders' Meeting approved, pursuant to art. 114-bis, Legislative Decree no. 58/1998, the compensation plan ("Long Term Incentive Plan") in favor of the members of the Board of Directors, general managers, executives, employees and collaborators of the Company and of the Group companies, concerning the assignment of rights of free assignment of ordinary shares of the Company ("Performance Stock Grant") to the beneficiaries who will be identified by the Board of Directors, of a maximum of no. 690,000 shares of the Company.

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 Regulation of the implementation of the Legislative Decree of February 24, 1998, no. 58 concerning the Issuers' Regulation, to UE Regulation no. 596/2014 and to UE Delegated Regulation no. 2016/1052, as well as the current pro-tempore accepted market practices admitted (where applicable).

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 held 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 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.

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

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 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, Stefano Mattioli, 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. With around 1,800 employees and € 4.0 billion in turnover in 2023, Esprinet (PRT:IM – ISIN IT0003850929) is listed on Borsa Italiana, the Italian stock exchange.

Press release available on www.esprinet.com on www.emarketstorage.com.

For more information:

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