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Oggetto : Esprinet | Notice of call Ordinary Shareholders' Meeting 17.04.2025

Testo del comunicato

Vedi allegato



ESPRINET S.p.A.

Registered office in Vimercate (MB), Via Energy Park 20

Share Capital Euro 7,860,651.00 fully paid-in

Registered in the Companies Register of Milan, Monza Brianza, Lodi no.
05091320159

Tax Number 05091320159 VAT 02999990969 - R.E.A. (Economic
Administrative Index) MB-1158694

Website: www.esprinet.com

Notice of Call of Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting of Esprinet S.p.A. ("**Company**" or "**Esprinet**") is convened, in a single call exclusively by means of telecommunications in the manner set forth below, on 17 April 2025 at 3:00 p.m., to resolve on the following:

Agenda

1. Annual financial statements as at 31 December 2024:
 - 1.1 Approval of the Annual Financial Statements as at 31 December 2024, accompanied by the Directors' Report on Operations (including the consolidated sustainability report, prepared pursuant to Legislative Decree 6 September 2024, no. 125), the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024.
 - 1.2 Allocation of the result for the year.
 - 1.3 Dividend distribution.
2. Report on the remuneration policy and related compensation:
 - 2.1 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF (Consolidated Law on Finance).
3. Proposal for authorisation to purchase and sell treasury shares, within the maximum number permitted and with a term of 18 months, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 24 April 2024 for the non-executed portion.
4. Integration of the Board of Statutory Auditors pursuant to Article 2401 of the Civil Code:
 - 4.1 appointment of a statutory auditor;
 - 4.2 appointment, if necessary, of an alternate auditor.

Pursuant to Article 10 of the Articles of Association, the Company has decided to avail itself of the option to provide that shareholders may attend the



Shareholders' Meeting **only through the designated representative** ('**Designated Representative**', as identified below) pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 ('TUF'). The Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF. For more information, please refer to the section on '*Entitlement to intervene and vote*' below.

INFORMATION ON THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-in share capital of the Company is 7,860,651.00 euro, represented by 50,417,417 ordinary shares with no nominal value, all with voting rights. As of the date of this Notice, the Company holds 974,915 treasury shares, for which, pursuant to the law, voting rights are suspended. The composition of the share capital is available on the Company website <https://www.esprinet.com>, section '*Investors - Esprinet on the Stock Exchange*'.

Shares are registered, freely transferable, indivisible and, in the case of co-ownership, are governed by law.

ENTITLEMENT TO INTERVENE AND VOTE

Pursuant to Article 10 of the Articles of Association and in accordance with the provisions of Article 135-*undecies*.1 of the TUF, attendance at the Shareholders' Meeting by those with voting rights and the exercise of voting rights may only take place through the Designated Representative pursuant to Article 135-*undecies* of the TUF without the physical participation of shareholders; the aforementioned Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF, in derogation to Article 135-*undecies*, paragraph 4, of the TUF.

Pursuant to Article 10 of the Articles of Association, directors, statutory auditors, representatives of the independent auditors, the notary public, the Designated Representative and other persons who are allowed to participate in the Shareholders' Meeting pursuant to law and the Articles of Association, other than those with voting rights, may participate in the Shareholders' Meeting exclusively through the use of telecommunication means that guarantee their identification, in compliance with current and applicable provisions, according to the procedures that will be made known by the Company to the aforementioned persons, and in any case without it being necessary for the Chair of the Shareholders' Meeting and the person in charge of taking the minutes to be in the same place, in compliance with the provisions of the Articles of Association.

Pursuant to Article 83-*sexies* of the TUF, the entitlement to participate in the Shareholders' Meeting and to exercise the related voting right is attested by a communication to the Company, made by the authorised intermediary in favour of the person entitled to vote (the "**Communication**"), on the basis of the evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the Shareholders' Meeting, i.e. **8 April 2025** («record date»); accounts receivable and payable after that date shall not be relevant for the purposes of entitlement to intervene and vote at the



Shareholders' Meeting; therefore, those who will result as holders of the Company's shares only after that date shall not be entitled to intervene and vote at the Shareholders' Meeting. Notifications from authorised intermediaries must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, i.e. by **14 April 2025**. However, the entitlement to intervene and vote in the event that the communications are received by the Company after said deadline, provided that they are received before the start of the meeting proceedings, remains unaffected by the principle according to which attendance and voting at the Shareholders' Meeting may only take place by conferring the appropriate proxy and/or sub-proxy to the Designated Representative.

There are no procedures for voting by correspondence or by electronic means.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS

Pursuant to Article 126-*bis* of the TUF, shareholders who, also jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this Notice, the integration of the list of items to be discussed, indicating, in their request, the additional items they propose, or submit resolution proposals on items already on the Agenda.

The request must be submitted, in writing, to the registered office, Via Energy Park 20, 20871 - Vimercate, (MB), for the attention of the office *Corporate and Legal Affairs* or by certified electronic mail, to the address esprinet@legalmail.it or by e-mail to investor@esprinet.com, together with an appropriate communication attesting the ownership of the share issued by the intermediaries holding the accounts on which the requesting parties' shares are registered. Within the aforementioned deadline, a report must be submitted by the proposers on the matters proposed to be dealt with, or the explanatory statement on the motions submitted on matters already on the agenda.

Integration is not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the directors or on the basis of a draft or a report prepared by them other than those referred to in Article 125-*ter*, paragraph 1, TUF. Any supplementary list of items to be discussed at the Shareholders' Meeting and any further proposals for resolutions submitted, together with any comments by the Board of Directors, will be published in the form and within the terms provided for by law.

Any additions to the list of matters that the Shareholders' Meeting will have to cover as a result of the aforementioned requests or the presentation of further resolution proposals on matters already on the agenda shall be reported in the same forms prescribed for the publication of the notice of call, at least 15 days before the date set for the Shareholders' Meeting, i.e. by **2 April 2025**.

In addition to the above, taking into account that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, the persons entitled to participate in the Shareholders' Meeting who intend to formulate proposals for resolutions on the items on the Agenda are invited to submit them in advance, by **2 April 2025**, in the same manner as indicated in the preceding paragraph. Such proposals will be



published on the Company's website by the following **4 April 2025**, in order to allow those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to allow the Designated Representative to collect any voting instructions also on the same. The requesting party shall provide appropriate documentation proving the legitimacy to participate in the Meeting and the granting of proxy to the Designated Representative for participation in the Meeting.

In the event of proposals for resolutions on items on the agenda that are alternative to those formulated by the Board, the Board's proposal will first be put to the vote (unless it is withdrawn) and, only if that proposal is rejected, will the Shareholders' proposals be put to the vote. These proposals, even in the absence of a proposal by the Board, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the capital. Only if the proposal put to the vote is rejected, the next proposal in order of capital represented will be put to the vote. For the purposes of the relevant publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the Agenda, their completeness, their compliance with applicable regulations and the legitimacy of the proposers.

VOTING PROXIES AND THE COMPANY'S DESIGNATED REPRESENTATIVE

Pursuant to Article 10 of the Articles of Association and in accordance with the provisions of Articles 135-*undecies* and 135-*undecies.1* of the TUF, each person entitled to participate in the Shareholders' Meeting must be represented through an Designated Representative pursuant to Article 135-*undecies* of the TUF, by means of a written proxy and/or sub-proxy pursuant to the provisions of the law in force.

For the Shareholders' Meeting referred to in this Notice of Call, the Company has identified as Designated Representative pursuant to Article 135-*undecies* of the TUF the Legal Firm Trevisan & Associati, with offices in Milan, Viale Majno 45, in the person of Lawyer Dario Trevisan or his substitutes in case of impediment who shall be given appropriate proxy and/or sub-proxy, alternatively pursuant to:

- article 135-*undecies* of the TUF, by means of the "*Proxy Form to the Designated Representative*", or
- article 135-*novies* of the TUF, with the option of using the "*Ordinary proxy form*" and/or the "*Sub-proxy form*",

in the manner described below.

- **Proxy pursuant to article 135-*undecies* TUF ("*Proxy to the Designated Representative*")**

The Designated Representative may be granted a written proxy pursuant to Article 135-*undecies* of the TUF, free of charge for the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy shall only be effective for proposals in respect of which voting instructions are given. The shares for which the delegation has been granted, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting.



The proxy to the Designated Representative pursuant to Art. 135-*undecies* of the TUF must be conferred by signing the specific "*Designated Representative Proxy Form*" made available, with the relative instructions for completion and transmission, on the Company website (section "*Investors - Shareholders' Meetings*"), containing voting instructions, and must be sent, in original, together with a copy of an identity document and, in the case of a legal entity, documentation proving the corporate powers (copy of Chamber of Commerce certificate or similar) by courier or registered letter with return receipt, to:

Studio Legale Trevisan & Associati

Viale Majno 45

20122, Milan - Italy

(Ref. 'ESPRINET 2025 Shareholders' Meeting Proxy '),

no later than the end of the second trading day prior to the date set for the Shareholders' Meeting (***i.e. no later than 11:59 p.m. on 15 April 2025***).

Notwithstanding the sending of the proxy in original, complete with voting instructions, it may also be served electronically, to the certified e-mail address: rappresentante-designato@pec.it. The sending to the aforementioned certified e-mail address of the proxy, signed with an electronic signature or digital signature in accordance with current legislation, satisfies the requirement of written form.

The proxy and the related voting instructions granted to the Designated Representative pursuant to article 135-*undecies* of the TUF may be revoked in the same manner and within the same term provided for their granting (*i.e.* by 11:59 p.m. on 15 April 2025).

▪ **Proxy and/or sub-proxy pursuant to Article 135-*novies* TUF ("Ordinary Proxy" and/or "sub-proxy")**

Those who do not avail themselves of proxies pursuant to Article 135-*undecies* of the TUF may grant proxies and/or sub-proxies to the Designated Representative pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF, which, with the relative written voting instructions together with a copy of an identity document and, in the case of a legal entity, documentation proving corporate powers (copy of Chamber of Commerce certificate or similar), must be received:

(i) at the Company, by mail, at the address: Via Energy Park 20, 20871 - Vimercate (MB) to the attention of the *Corporate and Legal Affairs* Department, or by certified e-mail to the address esprinet@legalmail.it or e-mail: investor@esprinet.com or, alternatively;

(ii) to Studio Legale Trevisan & Associati, by post, at the address: Viale Majno 45, 20122, Milan - Italy, or by certified e-mail to the address rappresentante-designato@pec.it or e-mail: rappresentante-designato@trevisanlaw.it **no later than 12.00 p.m. on 16 April 2025** (it being understood that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions even after the aforementioned deadline, provided that it is before the start of the meeting proceedings).

Within the aforementioned period and in the same manner, the proxy and voting instructions may always be revoked.



The communication to the Company made by the intermediary certifying the entitlement to intervene in the Shareholders' Meeting is also required in the event of granting of the proxy to the Company's Designated Representative; therefore, in the absence of the aforementioned communication, the proxy shall be considered invalid.

The Designated Representative will be available for clarification or information at the above addresses and/or toll-free number: 800 134 679 (during working days and hours).

RIGHT TO ASK QUESTIONS ON THE AGENDA ITEMS

Pursuant to Articles 127-ter and 135-undecies.1 of the TUF, those entitled to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, by submitting them by the end of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. by **8 April 2025**.

Questions must be sent by certified e-mail to the address esprinet@legalmail.it or e-mail to investor@esprinet.com.

Persons interested in availing themselves of the right must provide, in the same manner, information enabling their identification by means of the transmission of an appropriate communication issued by the intermediaries with whom the shares owned by the shareholder are deposited.

Applications received by the Company in the manner indicated above by **Tuesday, 8 April 2025** and which are relevant to the items on the Agenda will be answered on the Esprinet website in the "*Investors - Shareholders' Meeting*" section by **14 April 2025**. The Company will not answer questions that do not comply with the above terms, conditions and procedures.

INTEGRATION OF THE BOARD OF AUDITORS

Please note that on 15 November 2024, Ms. Maria Luisa Mosconi, the Company's Standing Auditor drawn from the list that obtained the highest number of votes in the Shareholders' Meeting of 24 April 2024, resigned from her office. Pursuant to the provisions of law and the Articles of Association, Mr. Riccardo Garbagnati, an alternate auditor drawn from the same list as Ms. Mosconi, has therefore taken over as statutory auditor until the next Shareholders' Meeting.

The Shareholders' Meeting is therefore called upon to proceed with the integration of the Board of Statutory Auditors, in accordance with the law and the Articles of Association. In this regard, it should be noted that, pursuant to Article 19 of the Articles of Association, since it is not a question of the appointment of corporate bodies, the procedure of appointment by list voting does not apply, but the Shareholders' Meeting is called upon to resolve by majority vote with the specifications set forth therein. Further information on this can be found in the explanatory report prepared by the Board of Directors.

DOCUMENTATION

The documents relating to the Shareholders' Meeting, together with the proposed resolutions, will be made available to the public within the terms of the law in the manner provided for by the regulations in force, and Shareholders and those with voting rights are entitled to obtain copies. This



documentation will be available at the registered office and on the Company's website <https://www.esprinet.com> in the "*Investors - Shareholders' Meeting*" section as well as at the *eMarket* Storage mechanism at <https://www.emarketstorage.com/>.

The Directors' Explanatory Reports on the items on the Agenda are published at the same time as this Notice, while the Annual Financial Report with the other documents pursuant to Article 154-*ter* of the TUF, including the consolidated sustainability report, and the Report on Remuneration Policy and Remuneration Paid will be made available to the public within the terms set forth by applicable regulations.

Vimercate, 18 March 2025

On behalf of the Board of Directors
The Chair
Maurizio Rota

Fine Comunicato n.0533-7-2025

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