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Oggetto : Esprinet - The Shareholders' Meeting approves the 2024 Financial Statement and resolves the distribution of a dividend equal to euro 0.40

Testo del comunicato

Vedi allegato



Press release pursuant to CONSOB Regulation No. 11971/99

ESPRINET: THE SHAREHOLDERS' MEETING APPROVES THE 2024 FINANCIAL STATEMENT AND RESOLVES THE DISTRIBUTION OF A DIVIDEND EQUAL TO EURO 0.40

Vimercate (Monza Brianza), 17 April 2025 – 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 Statement as at 31 December 2024

The Shareholders' Meeting approved the Financial Statements as at 31 December 2024 resolving to cover the loss for the year of Euro 15,152,032.22 by using the Extraordinary Reserve.

The Shareholders' Meeting also examined the Consolidated Financial Statement as at 31 December 2024 and the consolidated sustainability report, prepared pursuant to Legislative Decree 6 September 2024, no. 125.

The Shareholders' Meeting also approved the distribution of a dividend of Euro 0.40 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 7 May 2025 (ex-coupon no. 18 on 5 May 2025 and record date on 6 May 2025).

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 24 April 2024 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 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 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, at 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. 974,915 shares corresponding to 1.93% of the share capital. Esprinet's subsidiaries does not hold any share of the parent company.

Integration of the Board of Statutory Auditors pursuant to Article 2401 of the Civil Code

The Shareholders' Meeting, called to integrate the Board of Statutory Auditors, on the proposal of the Shareholder Axopa S.r.l., owner of a total of no. 6,786,793 ordinary shares equal to 13.46% of the share capital of Esprinet, resolved, with the favorable vote of no. 20,669,532 votes, equal to 100% of the votes cast, to integrate the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code through the appointment of Riccardo Garbagnati, former Alternate Auditor, as Statutory Auditor and Ilaria Verani as Alternate Auditor.

The Board of Statutory Auditors of the Company, in office until the approval of the Financial Statements for the year ending 31 December 2026, is therefore composed as follows: Silvia Muzi,

Statutory Auditor and Chair of the Board of Statutory Auditors; Maurizio Dallochio, Statutory Auditor; Riccardo Garbagnati, Statutory Auditor; Ilaria Verani, Alternate Auditor; and Vieri Chimenti, Alternate Auditor.

Mr. Riccardo Garbagnati and Mrs. Ilaria Verani declared that they have the requisites of independence pursuant to Article 148 of the Consolidated Law on Finance and as well as pursuant to the Corporate Governance Code for listed companies adopted by the Corporate Governance Committee in January 2020.

In execution of the provisions of Article IA.2.6.7, paragraph 3, of the Instructions to the Stock Exchange Regulations and based on the Company's knowledge, it is hereby announced that Mr. Riccardo Garbagnati and Mrs. Ilaria Verani are not, as of the date of their appointment, holders of Esprinet shares.

The CVs of Mr. Riccardo Garbagnati and Mrs. Ilaria Verani are available on the Company's website at www.esprinet.com, Corporate Governance section.

The Minutes of the Shareholders' Meeting and 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 executive charged with the drawing up of the Company's accounting documents, Stefano Mattioli, declares that, in compliance with the provisions of paragraph 2 of art. 154-bis of Legislative Decree No. 58/1998 (TUF - Consolidated Law on Finance), the financial data shown in this press release correspond to the findings resulting from accounting documents, books and records.

Esprinet Group, leader in southern Europe in the distribution of high-tech products and in the provision of applications and services for digital transformation and green transition, is a group of companies acting under the direction of the holding Esprinet S.p.A.. With 1,800 employees and with 4.1 billion euros in sales in 2024, the Group companies operate through three main brands: Esprinet, V-Valley, and Zeliotech. The holding (PRT:IM - ISIN IT0003850929) is listed on the Italian Stock Exchange in the Euronext STAR Milan segment and participates in UN Global Compact, adhering to its approach based on the principles of responsible business.

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

For further information:

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