

<p>Informazione Regolamentata n. 0533-10-2026</p>	<p>Data/Ora Inizio Diffusione 23 Aprile 2026 14:45:01</p>	<p>Euronext Star Milan</p>
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Societa' : ESPRINET

Utenza - referente : ESPRINETN05 - Perfetti Giulia

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 23 Aprile 2026 14:45:01

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Oggetto : SHAREHOLDERS' MEETING APPROVES THE 2025 FINANCIAL STATEMENTS AND RESOLVES TO DISTRIBUTE A DIVIDEND OF EURO 0.35. THE BOARD OF DIRECTORS APPOINTS GIOVANNI TESTA AS CHIEF EXECUTIVE OFFICER.

*Testo del comunicato*

Vedi allegato

Press release pursuant to CONSOB Regulation No. 11971/99

**ESPRINET: SHAREHOLDERS' MEETING APPROVES  
 THE 2025 FINANCIAL STATEMENTS AND  
 RESOLVES TO DISTRIBUTE A DIVIDEND OF EURO 0.35.  
 THE BOARD OF DIRECTORS APPOINTS GIOVANNI TESTA  
 AS CHIEF EXECUTIVE OFFICER.**

**Vimercate (Monza Brianza), 23 April 2026** – The Shareholders' Meeting of ESPRINET, a leading Group in Southern Europe in the distribution of high-tech products and the provision of applications and services for digital transformation and the green transition, met today in ordinary session under the chairmanship of Maurizio Rota.

**Financial statements as at 31 December 2025**

The Shareholders' Meeting approved the Financial Statements as at 31 December 2025 and resolved to allocate the net profit for the year, amounting to Euro 5,206,468.53, as follows:

- to exchange rate valuation reserve Euro 63,504.00
- to extraordinary reserve Euro 5,142,964.53.

The Shareholders' Meeting also reviewed the consolidated financial statements as at 31 December 2025 and the consolidated sustainability report for 2025 prepared pursuant to Legislative Decree no. 125 of 6 September 2024.

The Shareholders' Meeting also resolved to distribute a dividend of Euro 0.35 gross of withholding taxes for each of the outstanding ordinary shares, therefore excluding any treasury shares held by the Company on the ex-dividend date, by drawing on the extraordinary reserve formed from profits generated up to 31 December 2016. The dividend will be paid as of 6 May 2026 (ex-dividend date no. 19 on 4 May 2026 and record date on 5 May 2026).

**Appointment of a new director and determination of the term of office**

The Shareholders' Meeting resolved to appoint Giovanni Testa as director, as the natural successor to the resigning Chief Executive Officer and Chief Strategic Officer, Eng. Alessandro Cattani, until the date of the Shareholders' Meeting to be convened for the approval of the financial statements as at 31 December 2026 and, therefore, until the expiry of the current Board of Directors.

The curriculum vitae of the newly appointed director is available on [www.esprinet.com](http://www.esprinet.com) in the Governance section.

Based on the declaration made and the information available to the Company, as at the date of appointment Giovanni Testa directly holds no. 43,280 shares of Esprinet S.p.A.

Giovanni Testa was appointed Chief Executive Officer by the Board of Directors, which met under the chairmanship of Maurizio Rota at the end of the Shareholders' Meeting. Giovanni Testa was also appointed as a member of the Competitiveness and Sustainability Committee.

## Remuneration Report

The Shareholders' Meeting resolved to approve, by means of a favourable and binding resolution, the first section of the Report on Remuneration prepared pursuant to Article 123-ter, paragraph 3-bis of Italian Legislative Decree 58/1998.

The Shareholders' Meeting resolved to approve, by means of a favourable and non-binding resolution, the second section of the Report on Remuneration under Art.123-ter, paragraph 6 of Legislative Decree 58/1998.

## Authorisation to purchase and sell treasury shares

The Shareholders' Meeting authorised the Company to purchase and dispose of treasury shares pursuant to Articles 2357 et seq. of the Italian Civil Code, Article 132 of Italian Legislative Decree No. 58/1998, Article 144-bis of the Issuers' Regulation and any other applicable provisions, including Regulation (EU) No. 596/2014 and Delegated Regulation (EU) 2016/1052, as well as market practices in force permitted by CONSOB from time to time (so as to benefit, where applicable, from the protection afforded by the so-called safe harbour provided for under Article 5 of Regulation (EU) No. 596/2014), subject to revocation of the authorisation to purchase and dispose of treasury shares granted by the Shareholders' Meeting of 17 April 2025 for the part not yet executed.

The proposed plan concerns a maximum of no. 2,520,870 ordinary shares of Esprinet S.p.A., without nominal value, fully paid-up, equal to 5% of the share capital, excluding the number of shares already held by the Company.

The request for authorisation to purchase and dispose of treasury shares is intended to allow the Board of Directors to use treasury shares, where appropriate, for the following purposes:

- i) reduction in share capital, in value or number of shares;
- ii) fulfilment of obligations arising from share option programs or other assignments of shares to employees or members of the board of directors of the Company or its subsidiaries or affiliates; and
- iii) in order to buy own shares held by employees of the Company or its subsidiaries and allotted or subscribed pursuant to articles 2349 and 2441, eighth paragraph of the Italian Civil Code, or arising from compensation plans approved under art. 114-bis of the TUF.

Purchases of treasury shares may be carried out through public offers, on regulated markets, or through exchange and/or by granting shareholders a put option.

The consideration resolved by the Shareholders' Meeting for the purchase of treasury shares is as follows:

- i) in the case of purchases carried out on regulated markets, or from employees, at a unit price not lower than 20% below and not higher than 20% above the official price recorded by the Company's ordinary shares on the trading day preceding each individual purchase transaction;
- ii) in the case of purchases carried out through public tender or exchange offers or by granting shareholders, proportionally to the shares held, a put option, at a price not lower than 30% below and not higher than 30% above the official price recorded by the Company's ordinary shares in the ten trading days preceding the public announcement; and

- iii) without prejudice to the provisions of paragraphs (i) and (ii) above, at a price not exceeding the higher of the price of the last independent transaction and the price of the highest current independent purchase offer on the trading venue where the purchase is made.

With regard to the sale of treasury shares, it was resolved that such sales shall take place at such times and in such manner as will be deemed most appropriate in the interests of Esprinet, taking into account the stock market prices recorded in the periods immediately preceding the date of each individual sale transaction.

The authorisation to purchase treasury shares has a duration of 18 months, corresponding to the maximum period permitted by Italian civil law. The disposal, in one or more tranches, of the treasury shares purchased is not subject to any time limit.

As of today's date, the share capital amounts to Euro 7,860,651.00, divided into 50,417,417 ordinary shares, and the Company holds 974,915 treasury shares, equal to 1.93% of the share capital. None of Esprinet S.p.A.'s subsidiaries hold shares in the parent company.

*The Minutes of the Shareholders' Meeting and the Summary Report of the Votes will be made available to the public within the time limits and in the manner provided for by the current regulations.*

*The manager responsible for preparing 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 more than 1,800 employees and with Euro 4.3 billion in sales in 2025, the Group companies operate through three main brands: Esprinet, V-Valley, and Zeliotech. Since 2025, it has also been present in Benelux and Ireland, as well as in Italy, Spain, Portugal, and Morocco. 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](http://www.esprinet.com) and on [www.emarketstorage.com](http://www.emarketstorage.com).

For further information:

#### **INVESTOR RELATIONS**

**ESPRINET S.p.A.**  
Tel. +39 02 404961  
Giulia Perfetti  
[giulia.perfetti@esprinet.com](mailto:giulia.perfetti@esprinet.com)

#### **CORPORATE COMMUNICATION**

**ESPRINET S.p.A.**  
Tel. +39 02 404961  
Paola Bramati  
[paola.bramati@esprinet.com](mailto:paola.bramati@esprinet.com)





**CORPORATE COMMUNICATION CONSULTANTS**

**COMIN & PARTNERS**

Federica Gramegna  
E-mail: [federica.gramegna@cominandpartners.com](mailto:federica.gramegna@cominandpartners.com)  
Mob: 338 222 9807

Giulia Mori  
E-mail: [giulia.mori@cominandpartners.com](mailto:giulia.mori@cominandpartners.com)  
Mob: 347 493 8864



