Teleborsa: distribution and commercial use strictly prohibited

Key information relating to shareholder' agreement entered into between Axopa S.r.l. and Montinvest S.r.l. pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the "TUF" – Consolidated Law on Finance) and art. 130 of the Regulation adopted by means of CONSOB resolution no. 11971 of 14 May 1999 as subsequently amended and supplemented (the "Issuers' Regulation")

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ESPRINET S.p.A.

Pursuant to art. 122 of the Consolidated Law on Finance and art. 130 of the Issuers' Regulation, it is hereby communicated that, on 26 October 2026, a shareholders' agreement (the "**Agreement**") was stipulated between Axopa S.r.l., with registered office in Milan, Corso Venezia, 54, tax code and registration number in the Register of Companies of Milan-Monza Brianza-Lodi no. 11221770966 ("**Axopa**"), and Montinvest S.r.l., with registered office in Milan, Corso Venezia, 54, tax code and registration number in the Register of Companies of Milan-Monza Brianza-Lodi no. 05644240961 ("**Montinvest**" and, jointly with Axopa, the "**Participating Parties**" or "**Parties**") regarding the ordinary shares (the "**Shares**") of Esprinet S.p.A.

1. Company whose financial instruments form the object of the Agreement

The Agreement involves the ordinary shares (the "**Shares**") of Esprinet S.p.A., with registered office in Vimercate (MB), Via Energy Park no. 20, tax code and registration number in the Register of Companies of Milan-Monza Brianza-Lodi 05091320159 ("**Esprinet**" or the "**Company**").

2. Type of agreement

The shareholders' agreements contained in the Agreement are relevant in accordance with art. 122, paragraphs 1 and 5, letter a) of the Consolidated Law on Finance.

3. Participating Parties and Shares transferred in the Agreement

3.1 A total of 15,230,965 ordinary shares of Esprinet form the object of the Agreement, representing a total of 30.21% of shares making up the entire share capital.

3.2 The Participating Parties of the Agreement are listed in the following table, which shows the number of Shares transferred by each Participating Party:

Participating Party	Shares Transferred	% of total Shares making up Esprinet's share capital	% of total Shares forming the object of the Agreement
Montinvest S.r.l.	8,232,070	16.33%	54.05%
Axopa S.r.l.	6,998,895	13.88%	45.95%
Total	**15,230,965**	**30.21%**	**100%**

4. Entity that can, through the Agreement, exercise control over the Company

There are no Participating Parties to the Agreement that, on an individual basis, directly and/or through the Agreement, exercise control over the Company pursuant to the relevant primary and secondary legislation and, more precisely, pursuant to art. 93 of the Consolidated Law on Finance.

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5. Content of the Agreement

The Participating Parties have established, under the Agreement (i) a voting syndicate (the "**Voting Syndicate**") for the appointment of members of Company's corporate bodies of the for the entire duration of the Agreement, in respect of the current legislation and the Company's by-laws (as better specified in the next Paragraph 6), (ii) a commitment to prior consultation, in good faith and in a spirit of full cooperation, also through the Agreement Secretary (as defined below), before each ordinary and/or extraordinary Shareholders' meeting that may be held during the term of the Agreement, in order to verify the possibility of harmonising the expression of the voting right at the Shareholders' meeting (the "**Prior Consultation**") and (iii) a disclosure obligation, also through the Agreement Secretary (as defined below), in the event of the partial or complete transfer, in any capacity, of Shares to third parties (the "**Disclosure Obligation**").

6. Voting Syndicate

6.1 Board of Directors

For the entire duration of the Agreement, the Parties have undertaken to exercise their respective corporate rights deriving from the Shares transferred in the Agreement so that they can jointly present, and vote, on a single list for the renewal of Esprinet's Board of Directors, which contains the following names:

(i) Maurizio Rota;

(ii) Marco Monti;

(iii) Giovanni Testa;

(iv) Riccardo Rota; and

(v) Luigi Monti.

For the entire duration of the Agreement, the Parties undertake, within the limits permitted by law, to do everything in their power to ensure that the following are appointed: (i) Maurizio Rota as Chairman of the Board of Directors; and (ii) Giovanni Testa as Chief Executive Officer.

In order to complete the list for the renewal of the Board of Directors, the Parties undertake to identify additional candidates – in observance of the legal and regulatory provisions, Esprinet's articles of association and the Code of Corporate Governance in force from time to time – no later than 5 days prior to the deadline for the presentation of lists required by Esprinet's articles of association.

6.2 Board of Statutory Auditors

For the entire duration of the Agreement, the Parties undertake to exercise their respective corporate rights deriving from the Shares transferred in this Agreement so that they can jointly present and vote on a single list for the renewal of Esprinet's Board of Statutory Auditors, composed as follows:

(i) 1 standing member, who shall be proposed for the role of Chairman, based on mutual appointment by Montinvest and Axopa;

(ii) 1 standing member and 1 alternate member appointed by Montinvest;

(iii) 1 standing member and 1 alternate member appointed by Axopa.

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7. Agreement Secretary

For the entire duration of the Agreement, the Parties mutually agree to the appointment of the agreement secretary (the "**Agreement Secretary**"), to whom the following tasks are assigned:

(i) sending communications as part of the Disclosure Obligation;

(ii) compilation and formalities for the presentation of lists;

(iii) consulting with the Parties as part of the Prior Consultation.

8. Duration of the Agreement

The Agreement is effective from the date of execution and shall remain in force until the fifth day following the date of registration with the Register of Companies of the resolutions adopted by the shareholders' meeting of Esprinet which will resolve, among other things, upon the approval of the financial statements for the year ended 31 December 2026 and the renewal of the corporate bodies for the three-year period 2027-2029.

9. Future Purchases

Each Party has undertaken not to carry out, directly or indirectly, any further purchases of Shares which, individually or together with the Shares held by the other Party, would give rise to an obligation on the part of the Participating Parties to launch a tender offer, including as a result of the provisions governing consolidation tender offers set forth in Article 106, paragraph 3, subparagraph b), of the Consolidated Law on Finance.

10. Filing

The Agreement was filed on 28 October 2026, at the Office of the Register of Companies of Milan – Monza Brianza – Lodi under registration number MI/RI/PRA/2026/717304.

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Milan, 30 October 2026