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Vedi allegato

# WIIT

THE PREMIUM CLOUD

## PRESS RELEASE

### ORDINARY AND EXTRAORDINARY SHAREHOLDER'S MEETING

- **Approved the financial statements as at 31 December 2023 and the dividend distribution**
- **Appointed the members of the Board of Directors and the Board of Statutory Auditors**
- **Approved a share-based compensation plan and the Remuneration Policy and Compensation Report**
- **Authorised the purchase and disposal of treasury shares**
- **Approved mandates for share capital increase**
- **Approved the introduction of enhanced voting rights**
- **Approved the amendment of the By-Laws to introduce the possibility that attendance at shareholders' meetings and the exercise of voting rights take place exclusively through the designated representative**

**Milan, 16 May 2024** - WIIT S.p.A. ('**WIIT**' or the '**Company**'; ISIN IT0005440893; WIIT. MI), one of the leading European players in the market of Cloud Computing services for enterprises focused on the provision of continuous Hybrid Cloud and Hosted Private Cloud services for critical applications, announces that the Shareholders' Meeting, which met today in ordinary and extraordinary session, approved all the items on the agenda as indicated below, and that the Board of Directors, which met after the aforementioned Shareholders' Meeting, resolved, inter alia, on the conferral of powers and proxies and the appointment of the members of the Internal Board Committees.

#### **RESOLUTIONS OF THE ORDINARY SHAREHOLDERS' MEETING**

##### **Approval of the financial statements as at 31 December 2023 and the dividend distribution**

The Shareholders' Meeting approved the financial statements for the year ended 31 December 2023, which show a profit of €6,363,140, and the allocation of the entire profit for the year as a dividend, with distribution to the shareholders, by using, in order of priority, €6,363,140 deriving from the profit for the year and a maximum of €1,466.695 deriving from the reserve called 'Retained Earnings', of a dividend equal to €0.30 gross for each share outstanding and entitled to dividend payment on the ex-dividend date, with payment according to the following schedule: ex-dividend date 20 May 2024 (ex date), entitlement date 21 May 2024 (record date) and dividend payment date 22 May 2024 (payment date).

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### Appointment of the Board of Directors

The Shareholders' Meeting appointed the Board of Directors for the three-year period 2024-2026 and set the number of members at 9. The following persons were elected as members of the Board of Directors

- Enrico Giacomelli, as Chairman of the Board of Directors;
- Alessandro Cozzi;
- Francesco Baroncelli;
- Enrico Rampin;
- Chiara Grossi;
- Annamaria Di Ruscio;
- Emanuela Teresa Basso Petrino;
- Nathalie Brazzelli;
- Santino Saguto.

All directors, with the exception of the director Santino Saguto, belong to the list presented by the shareholder WIIT Fin S.r.l., holder of no. 15,470,292 ordinary shares of the Company, equal to about 55.21% of the share capital of WIIT ('**WIIT Fin**'), which received favourable votes equal to 70,21% of the total voting rights and 89,3% of the total voting present rights, while director Santino Saguto belongs to the list submitted by shareholders' funds, holding, in total, no. 1,131,977 ordinary shares of the Company, equal to about 4.04% of WIIT's share capital (the '**Shareholder Funds**'), which received favourable votes equal to 8,4% of the total voting rights and 10,7% of the total present voting rights.

The directors Enrico Giacomelli, Annamaria Di Ruscio, Emanuela Teresa Basso Petrino, Nathalie Brazzelli and Santino Saguto have declared that they meet the independence requirements set forth in Article 148, paragraph 3, of the Consolidated Law on Finance, as well as in the Corporate Governance Code.

The directors' curricula are available on the Company's website ([www.wiit.cloud](http://www.wiit.cloud)), in the "Company - Governance" section.

The directors holding shares in the Company on the date of appointment, based on the statements made and information in the Company's possession, are as follows:

Name and Surname	N. Shares	% share capital
Alessandro Cozzi	15,822,202(*)	56.47%
Enrico Rampin	545,630(**)	1.95%
Francesco Baroncelli	425,760(*)	1.52%
Chiara Grossi	27,500(*)	0.10%
Annamaria Di Ruscio	1,340(*)	0.005%

(\*) Shares held directly and indirectly.

(\*\*) Shares held indirectly.

The Shareholders' Meeting also resolved to allocate to the Board of Directors, pro rata temporis in relation to the duration of each director's term of office, a total annual gross compensation

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of Euro 985,000, in addition to the reimbursement of out-of-pocket expenses incurred, to be distributed among its members in accordance with the resolutions to be adopted by the Company's Board of Directors.

### **Appointment of the Board of Statutory Auditors**

The Shareholders' Meeting appointed the Board of Statutory Auditors for the three-year period 2024-2026. The following belong to were elected as members of the Board of Statutory Auditors

- Vieri Chimenti; as standing auditor and chairman of the Board of Statutory Auditors;
- Paolo Ripamonti; as standing auditor;
- Chiara Olliveri Siccardi, as standing auditor;
- Igor Parisi, as alternate auditor;
- Cristina Chiantia, as alternate auditor.

The auditors Paolo Ripamonti, Chiara Olliveri Siccardi and Igor Paris belong to the list presented by WIIT Fin, which received favourable votes equal to 70.1% of the total voting rights and 89.3% of the total present voting rights, while the auditors Vieri Chimenti and Cristina Chiantia belong to the list presented by the Shareholders' Funds, which received favourable votes equal to 8.4% of the total voting rights and 10,7% of the total present voting rights.

The new statutory auditors' curricula are available on the Company's website ([www.wiit.cloud](http://www.wiit.cloud)), in the 'Company - Governance' section.

Based on the statements made and information in the Company's possession, there are no statutory auditors holding shares in the Company on the date of appointment.

The Shareholders' Meeting also resolved to allocate to the Board of Statutory Auditors, pro rata temporis in relation to the duration of each auditor's term of office, a total annual gross compensation of Euro 70,000, in addition to reimbursement of out-of-pocket expenses incurred, of which Euro 30,000 in favour of the Chairman of the Board of Statutory Auditors and Euro 20,000 in favour of each standing auditor.

### **Share-based compensation plan**

Pursuant to Article 114-bis of the Consolidated Law on Finance, the Shareholders' Meeting approved a long-term monetary incentive plan called "Piano di Incentivazione monetaria 2024- 2026" ("2024-2026 Monetary Incentive Plan"), considering that it is also based on the performance of WIIT shares (the "**LTI Plan**"). This plan - reserved for WIIT executive directors to be identified by the Board of Directors of WIIT on proposal of the Nomination and Remuneration Committee – is aimed at pursuing the following objectives (i) to link the remuneration of WIIT key resources to the actual economic performance of the Group and to the creation of value for the same; (ii) to orient the Company key resources toward strategies for the pursuit of medium-long term results; (iii) to align the interests of the Company key resources with the interests of the shareholders; (iv) to apply retention policies aimed at retaining the key resources and encouraging their permanence in the Company.

For further details, please refer to the information document available to the public at the Company's registered office and on the Company's website (<http://www.wiit.cloud/>), in the Section 'Company - Governance - Shareholders' Meetings', as well as, at the authorised storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

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### **Report on Remuneration Policy and Remuneration Paid Out**

The Shareholders' Meeting approved Section I of the "Report on Remuneration Policy and Compensation Paid" (the "**Remuneration Report**") pursuant to Article 123-ter, paragraph 3-bis, of the Consolidated Law on Finance and expressed a favourable opinion on Section II of the Remuneration Report pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance.

### **Authorisation for the Purchase and Disposal of Treasury Shares**

The Shareholders' Meeting approved, subject to revocation, for the unexecuted portion, of the authorisation approved with resolution of the Shareholders' Meeting of 4 May 2023, a proposal to authorise the purchase and disposal of treasury shares, to be carried out in compliance with applicable EU and national regulations, including Regulation (EU) 596/2014, and market practices recognised, from time to time, by Consob.

The purchase authorisation is targeted mainly at providing the Company with a stock of treasury shares to be used (i) as consideration in the context of eventual extraordinary finance transactions and/or for other uses considered of financial-managerial and/or strategic interest for the Company, also for exchange, trade, swap, contribution or other deed that includes the use of treasury shares, and (ii) for the service of incentive plans based on financial instruments intended for employees and/or directors of Group companies.

Specifically, the authorisation to purchase, on one or more occasions, on a revolving basis, ordinary shares of the Company was granted within the limits indicated below: (i) taking into account the shares from time to time held in the Company's portfolio, up to the maximum number allowed by law (equal, as of today, to 20% of the share capital) and, in any case, within the limits of the distributable profits and available reserves resulting from the latest approved financial statements at the time each transaction is carried out; (ii) for the duration of 18 months from the date of the authorisation, with the power of the Board itself to proceed with the authorised transactions on one or more occasions and at any time, to the extent and within the timeframe freely determined in compliance with the applicable rules, with the gradualness deemed appropriate in the Company's interest (iii) for each transaction, at a purchase price of each share that is not lower than the official price of WIIT stock on the day prior to the day on which the purchase transaction will be carried out, decreased by 15%, and not higher than the official price on the day prior to the day on which the purchase transaction will be carried out, increased by 15%, in compliance with applicable EU and national regulations, including Regulation (EU) 596/2014, and market practices recognised, from time to time, by Consob; (iv) the purchases shall be made, from time to time, by one of the methods referred to in Article 144-bis, paragraph 1, letters a), b), c), d), d-ter), and paragraph 1-bis, of the Regulation on Issuers as identified by the Board of Directors from time to time.

With regard to the disposal of treasury shares, the authorisation has been granted (i) without time limits and (ii) at a price that shall in any case not be lower than the arithmetic average of the official price of the shares in the five days preceding each single disposal, reduced by a maximum of 15%.

As of today's date, the Company holds no. 1,928,437 treasury shares, equal to 6.88% of WIIT's ordinary shares

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### RESOLUTIONS OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

#### **Mandated for share capital increase**

The Shareholders' Meeting resolved to grant the Board of Directors:

- a mandate, pursuant to Article 2443 of the Italian Civil Code, to be exercised within five years from the date of the resolution, to increase the share capital against contribution and in divisible form, pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, in one or more tranches, for a maximum total nominal amount of Euro 280,206.60 (plus share premium) by issuing a maximum of 2,802,066 ordinary shares with no indication of par value and having the same characteristics as WIIT existing shares;
- a mandate, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, to be exercised within five years from the date of the resolution, to (i) increase, against contribution and also in divisible form, in one or more tranches, the share capital, for a maximum total nominal amount of Euro 700,516.50 (plus share premium), by issuing a maximum of 7,005,165 ordinary shares with no par value and having the same characteristics as WIIT existing shares, also excluding option rights pursuant to Art. 2441, subsections 4, first sentence, and 5, of the Italian Civil Code, and (ii) issue, in one or more tranches, bonds convertible into shares for an amount not exceeding Euro 280,000,000.00 and increase the share capital in one or more tranches for the conversion, for a maximum total nominal amount of Euro 700,516.50 (plus a maximum premium of Euro 279,299,483.50) by issuing ordinary shares with no par value and having the same characteristics as WIIT existing shares, and having the same characteristics as WIIT existing shares, all for a share capital increase whose par value does not exceed Euro 700,516.50 in the aggregate

For further details, please refer to the illustrative report available to the public at the Company's registered office and on the Company's website (<http://www.wiit.cloud/>), in the Section 'Company - Governance - Shareholders' Meetings', as well as, at the authorised storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

#### **Enhancement of the loyalty shares**

The Shareholders' Meeting approved the amendment to the By-laws (Article 7) in order to allow for the enhancement of the loyalty shares system pursuant to art. 127-quinquies of the Consolidated Law on Finance as replaced by art. 14, paragraph 2 of Law no. 21 of 5 March 2024 (the "**Loyalty Shares Enhancement**").

In particular, the amendment to the By-laws allows the so-called loyalty shareholders who have accrued the right to the 2-vote enhancement for each share held continuously for a period of 24 months, to be granted 1 additional vote upon the expiry of each 12-month period of uninterrupted holding, up to a total maximum of 10 votes per share, on the assumption that the shareholder has maintained the relevant requirements during the period of accrual of the additional voting rights.

The shareholders of WIIT who did not concur in the adoption of the resolution (i.e., the absent, abstaining and dissenting shareholders) are entitled, but not obliged, to exercise their right of withdrawal pursuant to Article 2437, paragraph 1, of the Italian Civil Code, in accordance with the provisions of Article 127-quinquies, paragraph 8, of the TUF, within 15 days of the registration

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of the resolution of the shareholders' meeting with the Register of Enterprises of Milan (the **"Withdrawing Shareholders"**).

The liquidation price of the Company's shares, in relation to which the right of withdrawal should be exercised, has been determined to be Euro 17.267 in accordance with the provisions of Article 2437-ter, paragraph 3, of the Italian Civil Code with reference to the arithmetic mean of the daily closing prices of the Company's shares in the six months preceding the publication (on 13 March 2024) of the notice of call of the Shareholders' Meeting.

The amendment to the By-laws, which will be effective as of the date on which the resolution of the Shareholders' Meeting is registered with the competent Register of Enterprises, will cease to be effective if the amount in cash to be paid, if any, by WIIT (the **"Withdrawal Amount"**) to the Withdrawing Shareholders for the purchase of the Withdrawal Shares exceeds the amount of Euro 5 million in the aggregate (the **"Condition"**), it being understood, in any case and for the sake of clarity, that the Withdrawal Amount will be calculated net of the amounts due by shareholders exercising their option and pre-emption rights pursuant to article 2437-quater of the Civil Code.

The Company may at any time waive the Condition, even if it has been fulfilled.

WIIT will notify the market of the fulfilment or non-fulfilment of the Condition or its waiver.

Should the Condition occur (and is not waived), and consequently the amendment to the By-laws loses its effectiveness, the shares in relation to which the right of withdrawal has been exercised will continue to be owned by the shareholders who have exercised the right of withdrawal, without any payment being made to such shareholders.

For further details, please refer to the illustrative report available to the public at the Company's registered office and on the Company's website (<http://www.wiit.cloud/>), in the Section 'Company - Governance - Shareholders' Meeting', as well as at the authorised storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)). In addition, a notice relating to the registration and containing further details on how to exercise the right of withdrawal will be published on WIIT's website, on the 'eMarket STORAGE' authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and in daily newspapers ('Milano Finanza' or 'Il Sole 24 Ore') within the terms provided for by the applicable laws and regulations.

### **Introduction of the possibility that participation in the Shareholders' Meeting and the exercise of voting rights occur exclusively through the designated representative**

The Shareholders' Meeting approved the amendment of the Articles of Association in order to provide for the possibility that participation in the Shareholders' Meeting and the exercise of voting rights occur exclusively through the designated representative pursuant to Article 135-undecies of the Consolidated Law on Finance.

### **RESOLUTIONS OF THE BOARD OF DIRECTORS**

The Board of Directors, which met today following the Shareholders' Meeting, granted management powers to the following directors: (i) Alessandro Cozzi (Chief Executive Officer); (ii) Francesco Baroncelli (Chief Merger & Acquisition Officer); and (iii) Enrico Rampin (Chief Sales Officer).

On the basis of the information provided by the persons concerned and the information available to the Company, the Board of Directors assessed and ascertained the existence of the independence requirements set forth in Article 148, paragraph 3, of the Consolidated Law on Financial

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Intermediation, as well as the Corporate Governance Code, in respect of the directors Enrico Giacomelli, Annamaria Di Ruscio, Emanuela Teresa Basso Petrino, Nathalie Brazzelli and Santino Saguto, as well as the standing auditors Vieri Chimenti, Paolo Ripamonti and Chiara Olliveri Siccardi.

Finally, the Board of Directors appointed

- Emanuela Basso Petrino (Chairman), Enrico Giacomelli and Annamaria Di Ruscio as members of the Company's 'Nomination and Remuneration Committee';

- Annamaria Di Ruscio (Chairman), Enrico Giacomelli and Nathalie Brazzelli as members of the Company's 'Control, Risk and Related Parties Committee.

\* \* \*

The summary of votes, the minutes of the meeting and the updated By-laws will be published in accordance with the applicable laws and the regulations.

\* \* \*

### **Declaration pursuant to Article 154-bis, paragraph two, of Legislative Decree No. 58/1998.**

The Manager in charge of preparing the company's financial reports, Dr. Stefano Pasotto, declares, pursuant to Article 154-bis, paragraph two, of Legislative Decree No. 58/1998, that the accounting information contained in this press release corresponds to the documented results, books and accounting record.

\* \* \*

### **WIIT S.p.A.**

*WIIT S.p.A., a company listed on the Euronext Star Milan ("STAR") segment, is a leader in the cloud computing market. The company has a pan-European footprint and is present in key markets such as Italy and Germany, positioning itself among the main operators in the provision of innovative Hosted Private and Hybrid Cloud technological solutions. WIIT operates its own data centers in 6 regions - 4 in Germany and 2 in Italy - of which 2 are Premium Zone-enabled, i.e. with Tier IV data centers certified by the Uptime Institute and with the highest levels of security in the design phase. WIIT has 6 SAP certifications at the highest level of specialisation. The end-to-end approach allows the company to provide partner companies with personalised services, with high added value and with the highest safety and quality standards for the management of critical applications and operational continuity, guaranteeing maximum reliability in the implementation of the main international application platforms (SAP, Oracle and Microsoft). Since 2022, the WIIT Group has joined the United Nations Global Compact. ([www.wiit.cloud](http://www.wiit.cloud))*

### **For more information:**

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