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Oggetto : WIIT_PR_Ordinary Sharholders' meeting April
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Testo del comunicato

Vedi allegato

PRESS RELEASE

Ordinary Shareholders' Meeting

- Financial statements as at 31 December 2024 and dividend distribution of 0.30 Euro per share approved
- Share-based compensation plan, built on financial instruments and in accordance with the Remuneration Policy and Compensation Report approved
- Purchase and disposal of treasury shares authorized
- Shareholders' Meeting Regulation update approved.

Milan, 29 April, 2025 - WIIT S.p.A. ("WIIT" or the "**Company**"; ISIN IT0005440893; WIIT.MI), one of the main European players in the market of *Cloud Computing* services for companies focused on the provision of continuous *Private and Hybrid Cloud* services for critical applications, announces that the Shareholders' Meeting, convened today in ordinary session, approved all items on the agenda as outlined below.

Approval of the Financial Statements as of 31 December, 2024, and Dividend Distribution

The Shareholders' Meeting approved the financial statements as of 31 December, 2024, which reported a net profit of Euro 1,810,873, and resolved to allocate the entire net profit for dividend distribution. The dividend will be paid to shareholders by using, in order of priority, Euro 1,810,873 from the net profit for the year and up to a maximum of Euro 6,595,325 from the reserves titled "Retained Earnings" and "Other Reserves." A gross dividend of Euro 0.30 per each outstanding share (excluding treasury shares) entitled to receive the dividend on the scheduled entitlement date will be distributed, according to the following timetable: ex-dividend date on May 6, 2025, record date on May 6, 2025, and payment date on May 7, 2025.

Compensation plan based on financial instruments

The Shareholders' Meeting approved, pursuant to Article 114-bis of Legislative Decree No. 58/1998 (the 'CFA'), a compensation plan based on financial instruments called the '2025 - 2029 RSU Plan', reserved for the Group's employees - excluding executives with strategic responsibilities - to be identified by the Board of Directors of WIIT (the 'RSU Plan'). This plan, in line with the applicable regulations as well as with the best practices on the subject, is aimed at pursuing the objective of increasing the value of WIIT shares while aligning the economic interests of the beneficiaries with those of the shareholders. In fact, the RSU Plan pursues the following objectives: (i) incentivising the beneficiaries to achieve the results of the 'WIIT Group's' management performance; (ii) aligning the interests of the beneficiaries with those of the shareholders and the creation of value in the medium-long term; (iii) building the loyalty of the 'WIIT Group's' key resources, encouraging their permanence in the same; and (iv) safeguarding the competitiveness of the 'WIIT Group' on the labour market.

For further details, please refer to the information document that can be consulted at the Company's registered office and on the Company's website (<http://www.wiit.cloud/>), in the 'Company - Governance - Shareholders' Meeting' section, as well as at the authorised storage mechanism 'eMarket STORAGE' (www.emarketstorage.com)

Report on Remuneration Policy and Remuneration Paid

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

Authorisation for the purchase and disposal of treasury shares

The Shareholders' Meeting approved, subject to revocation, for the unexecuted part, of the authorisation approved by resolution of the Shareholders' Meeting of 16 May 2024, the proposed authorisation for 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 main purpose of the authorisation to purchase is to allow the Company to equip itself with a stock of treasury shares that the latter may dispose of (i) as consideration in the context of any extraordinary finance transactions and/or for other uses deemed to be of financial-management and/or strategic interest for the Company, including by way of exchange, swap, contribution or other act that includes the use of treasury shares, and (ii) to service incentive plans based on financial instruments intended for employees and/or directors of the companies of the 'WIIT Group'.

In particular, 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 permitted 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 the applicable EU and national regulations, including Regulation (EU) 596/2014, and the market practices recognised, from time to time, by Consob (iv) the purchases will be made, from time to time, by one of the methods referred to in Article 144-bis, paragraph 1, letters b), c), d), d-ter), and paragraph 1-bis, of Consob Regulation no. 11971, as identified by the Board of Directors from time to time.

With regard to the disposal of treasury shares, the authorisation was 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 individual disposal, decreased by up to a maximum of 15%.

As of today's date, the Company holds 2,060,983 treasury shares, equal to 7.36% of WIIT's ordinary shares.

Update of the Shareholders' Meeting Regulations

The Shareholders' Meeting approved the proposal to update the 'Regulations of the Shareholders' Meeting' of WIIT approved on 30 November 2018 (the 'Regulations') to take into account the amendment to the By-Laws resolved by the Shareholders' Meeting of the Company on 16 May 2024 to introduce the possibility that attendance at the Shareholders' Meeting and the exercise of voting rights take place exclusively through the designated representative referred to in Article 135-undecies of the TUF.

The Regulations, as amended, are available to the public at the Company's registered office and on the Company's website (<http://www.wiit.cloud/>), in the "Company - Governance - Documents" section.

The summary voting statement and the minutes of the Shareholders' Meeting will be published within the terms and in the manner set forth by law and by 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, Mr. 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 document results, books and accounting records.

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, Germany and Switzerland, positioning itself among the leading players in the provision of innovative Private and Hybrid Cloud technology solutions. WIIT operates through managed processes, specialised resources and technology assets including proprietary data centres spread across 7 regions: 4 in Germany, 1 in Switzerland and 2 in Italy, 3 of which are Premium Zone enabled i.e. with guaranteed high availability, maximum levels of resilience and security by design; two of these host data centres certified Tier IV by the Uptime Institute. WIIT has 6 SAP certifications at the highest level of specialisation. Its end-to-end approach enables the company to provide its partner companies with customised, high value-added services with the highest security and quality standards for the management of critical applications and business continuity, while guaranteeing maximum reliability in the management of the main international application platforms (SAP, Oracle and Microsoft). Since 2022, the WIIT Group has joined the UN Global Compact. (www.wiit.cloud)

For more information:**Investor Relations WIIT S.p.A.:**

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