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Oggetto : Redefinition of the Relationship with the Chief Merger & Acquisition Officer and co-option of a new director

Testo del comunicato

Vedi allegato

PRESS RELEASE

Redefinition of the Relationship with the Chief Merger & Acquisition Officer and co-option of a new director

Milan, 23 May 2025 - WIIT S.p.A. (“**WIIT**” or the “**Company**”; ISIN IT0005440893; WIIT.MI), a leading European player in the Cloud Computing market of enterprises demanding uninterrupted Private and Hybrid Cloud services for critical applications, announces that it has redefined its relationship with Francesco Baroncelli, executive director acting as Chief Merger & Acquisition Officer of the Company. In this context, Francesco Baroncelli has resigned with immediate effect from his office as director of the Company to pursue new professional challenges, and WIIT has entered into an advisory agreement with a company controlled by Mr Baroncelli to support the Group in identifying and analysing new acquisition and investment opportunities for inorganic growth and in the related negotiation of potential acquisition and integration transactions.

The Company expresses its gratitude to Francesco Baroncelli for his work on behalf of the WIIT Group over the years, as well as for the objectives and results achieved, and looks forward to continuing a fruitful collaboration in his new role as *advisor*, wishing him all the best for the continuation of his professional and entrepreneurial career.

To the best of the Company's knowledge, as of today, Mr. Baroncelli holds, directly and indirectly, 429,360 WIIT shares. Mr. Baroncelli was not a member of any board committee. No indemnities or other benefits are provided for following the termination of his office as director, without prejudice to the right to exercise, under the conditions set out in the respective regulations, the 280,000 options with underlying WIIT shares assigned to Francesco Baroncelli as “Beneficiary” in accordance with the incentive plan entitled “2021-2026 STOCK OPTION PLAN”.

Due to the termination of Francesco Baroncelli's position as director, the Board of Directors, having obtained the opinions of the Company's “Nomination and Remuneration Committee” and with the approval of the Board of Statutory Auditors, has resolved to co-opt Mr. Stefano Pasotto, *Chief Financial Officer* of WIIT, as a non-executive director to replace Mr. Baroncelli. Based on the information provided, the Board of Directors has verified that Mr Pasotto meets the legal and statutory requirements for the position. Mr Pasotto will remain in office until the next Shareholders' Meeting of the Company, which will be called upon to take the necessary resolutions in accordance with the law. Based on the information provided, as of today, Mr Pasotto directly holds 16,050 WIIT shares. Mr Pasotto's curriculum vitae is available on the Company's website (<https://www.wiit.cloud/>), in the “Company - Governance” section.

The “Control, Risk and Related Parties Committee” of WIIT (the “**Committee**”), called upon to express its opinion on the *advisory* agreement, in accordance with the Consob regulations for transactions with related

parties and the internal procedure adopted by the Company (the “**Procedure**”), was involved in the preliminary investigation of the transaction, which qualifies as a “*minor significance*” transaction pursuant to the Procedure. Today, the Committee issued its non-binding favourable opinion on the Company’s interest in signing the agreement and on the appropriateness and fairness of the related terms and conditions.

WIIT S.p.A.

WIIT S.p.A., a company listed on the Euronext Star Milan (“STAR”) segment, is a Cloud Computing market leader. Through a pan-European footprint, it operates on key markets such as Italy, Germany and Switzerland, establishing itself as a leader in the delivery of innovative Private and Hybrid Cloud technology solutions. WIIT operates through managed processes, specialized resources and technological assets, including proprietary datacenters in seven Regions: four in Germany, one in Switzerland and two in Italy. Three of these are Premium Zone-enabled, i.e., featuring high-availability guarantees, the highest levels of resilience and security by design: of these, two host datacenters certified Tier 4 by the Uptime Institute. WIIT holds six SAP certifications at the highest levels of specialization. The end-to-end approach supports the delivery, to partner companies, of high value-added customised services, with very high standards of security and quality, for the management of critical application and business continuity, while also ensuring maximum reliability in the management of the main international application platforms (SAP, Oracle and Microsoft). In 2022, the WIIT Group joined the UN Global Compact of the United Nations. (www.wiit.cloud)

For further information:

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