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S.r.l., Matika S.p.A. and Etaeria S.p.A. in
WIIT S.p.A.

Testo del comunicato

Vedi allegato.



PRESS RELEASE

Merger Plan by incorporation of Adelante S.r.l., Matika S.p.A. and Etaeria S.p.A. in WIIT S.p.A.

Milan, 16 March 2022 – WIIT S.p.A. (“**WIIT**” or the “**Company**”) announces that, on today’s date, the Board of Directors unanimously approved, pursuant to arts. 2501-ter and 2505 of the Italian Civil Code, the merger plan (the “**Merger Plan**”) by incorporation of Adelante S.r.l., Matika S.p.A. and Etaeria S.p.A. (jointly, the “**Merging Companies**”) into the Company. The Merger Plan was also approved by the respective Boards of Administration of the Merging Companies on the date of 11 March 2022.

The merger will make it possible to concentrate, headed up by the Company, the activities previously carried out via the Merging Companies. More generally speaking, the goal of the merger is to optimise the coordination, operation and the synergies of the structures headed up by the companies participating in the merger, as well as to reduce the fixed costs of the structure deriving from the existence of distinct legal entities, with the consequential benefits in terms of operational and economic functionality and efficiency, in this way allowing the WIIT Group to strengthen its position as leading European player in the sectors in which it operates.

The Merging Companies are – and will be on the date of completion of the merger act – directly and wholly-owned by the Company and, therefore, the simplified merger procedure pursuant to art. 2505 of the Italian Civil Code applies. The merger operation will be subject to approval by WIIT’s Board of Directors, pursuant to art. 2505, second paragraph of the Italian Civil Code, and the Shareholders’ Meetings of the Merging Companies.

As we are talking about a merger by incorporation of a wholly-owned company, no shares are due to the shareholders of the Merging Company and, therefore, a share exchange ratio does not need to be determined. Nor do the allocation procedures of the Company’s shares or the date in which these shares are booked as gains need to be determined.

The date of effectiveness of the merger will be established in the merger deed. Starting from the date of effectiveness of the merger, the Company will take over all the legal relationships – active and passive – headed up by the merging Companies. It is specified that the Company and the Merging Companies do not have particular categories of shareholders nor holders of securities other than the shares. Additionally, there shall be no particular benefits in favour of the directors of the companies taking part in the merger.

It should be noted that WIIT and the Merging Companies are related parties, since the latter are wholly-owned by WIIT. Pursuant to art. 13 (*Exclusions*) of the “*Related Party Procedure of WIIT S.p.A.*”, the provisions pursuant to the cited internal procedure do not apply, in that they are operations carried out with or between subsidiaries; pursuant to these provisions, the Company has not published the information document on the merger.

The Merger Plan will be made available to the public pursuant to art. 2501-septies of the Italian Civil Code. The documentation regarding the merger will be published in the terms and according to the procedures provided by law and by the Company regulations, at the Company headquarters, on the WIIT internet site (<https://www.wiit.cloud/it/>) and at the authorised storage mechanism “eMarket STORAGE” (www.emarketstorage.com).

WIIT

THE PREMIUM CLOUD

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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 leading players in the provision of innovative Hosted Private and Hybrid Cloud technology solutions. WIIT operates 15 of its own Data Centres – 3 in Italy, 2 of which are Tier IV-certified by the Uptime Institute, and 12 in Germany – and has 6 SAP certifications at the highest specialisation levels. 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). (www.wiit.cloud)

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