



SPAFID
CONNECT

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Diffusione presunta
Oggetto : NOTICE OF CALL OF ORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato.

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NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders of WIIT S.p.A. (the **Company**) are called to the Ordinary Shareholders' Meeting, in a single call, on 21 April 2022, at 3:00 p.m., at the office of ZNR notaries, located in Milan, via Metastasio 5, to discuss and resolve on the following

AGENDA

- 1 Annual Financial statements at 31 December 2021:
 - 1.1 approval of the financial statements for the year ended 31 December 2021; Directors' Report on the Company's situation and operating performance and Report on Corporate Governance and ownership structure; Report of the Board of Statutory Auditors; Report of the Independent Auditors;
 - 1.2 allocation of the result for the year.
- 2 Increase in the compensation of the current Board of Directors.
- 3 Report on remuneration policy and remuneration paid:
 - 3.1 review of Section I prepared pursuant to article 123-ter, paragraph 3, of Legislative Decree 58/1998. Resolutions pursuant to article 123-ter, paragraph 3-bis, of Legislative Decree 58/1998;
 - 3.2 review of Section II prepared pursuant to article 123-ter, paragraph 4, of Legislative Decree 58/1998. Resolutions pursuant to article 123-ter, paragraph 6, of Legislative Decree 58/1998.
- 4 Authorization to buy and sell treasury shares.
- 5 Approval pursuant to article 114-bis of Legislative Decree 58/1998 of a remuneration plan based on financial instruments called Stock Option Plan 2022-2027.

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It should be noted that, due to the persisting emergency caused by Covid-19 and, therefore, in compliance with the fundamental principles of health protection for shareholders, employees, company representatives and consultants of the company, as well as in compliance with the provisions of article 106 of Decree Law 17 March 2020, no. 18, as last extended pursuant DL 30 December 2021, no. 228, converted with amendments by Law no. 15 of 25 February 2022, the **meeting will be held with the attendance at the meeting of the share capital exclusively through the designated representative pursuant to article 135-undecies of Legislative Decree 24 February 1998, no. 58 (Consolidated Finance Act)**, by the methods described below, without any physical participation by the shareholders and, therefore, no access to the meeting premises by shareholders or their proxies other than the above-mentioned appointed representative.

With regard to the participation of directors, statutory auditors, auxiliary employees of the Company, representatives of the auditing firm and the designated representative in the meeting, the Company shall adopt the technical means enabling the latter to intervene by means of teleconferencing, should the pandemic situation require it, or in any case make it preferable, in order to protect health.

ENTITLEMENT TO INTERVENE AND VOTE

Pursuant to article 83-sexies of the Consolidated Finance Act, the legitimacy to attend the Meeting and exercise the voting right is certified by a communication to the Company made by the authorized intermediary,

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**Sede operativa
di Milano:**

Via Muzio Attendolo detto Sforza n. 7
20141 Milano

**Sede operativa
di Roma:**

Via Ercolano Salvi 12/18
00143 Roma

**Sede operativa
di Castelfranco Veneto:**

Piazza della Serenissima 20
31033 Castelfranco Veneto (TV)

**Sede operativa
di Cuneo:**

Via della Magnina 1
12020 Cuneo

**Sede operativa
di Carpi:**

Via delle Mondine 6/8
41012 Carpi (MO)

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based on the evidence of the accounting records at the end of the seventh trading day prior to the date set for the Meeting in single call, i.e. on **8 April 2022 (record date)**. Those who are found to own the Company's shares after that date, based on the records made on the accounts, will not be entitled to attend and vote at the Meeting. The notice from the intermediary shall be received by the Company by the end of the third trading day preceding the date set for the Meeting, and therefore by 14 April 2022. However, the right to attend and vote shall remain intact if the communications are received by the Company after the above-mentioned deadline of 14 April 2022, provided that they are received before the start of the meeting.

PARTICIPATION IN THE MEETING AND GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE

Pursuant to article 106 of Decree Law 17 March 2020, no. 18, as last extended pursuant DL 30 December 2021, no. 228, converted with amendments by Law 25 February 2022, no. 15 (*Cura Italia* Decree), **participation in the Meeting by those who have the right to vote shall be permitted exclusively through the designated representative.**

Consequently, the Company instructed Computershare S.p.A. - with registered office in Milan, via Mascheroni 19, 20145 - to represent the Shareholders pursuant to article 135-*undecies* of the Consolidated Finance Act and the above-mentioned Decree Law (**Designated Representative**). Shareholders who wish to attend the Meeting shall therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the proposals to resolve on the items on the agenda, using the specific proxy form provided by the Designated Representative in agreement with the Company, available on the Company's website (<https://www.wiit.cloud/>), in the section Company - Governance - Shareholders' meeting.

The proxy form with voting instructions shall be submitted following the instructions on the form by the end of the second trading day prior to the meeting (i.e. by 19 April 2022) and within the same period the proxy may be revoked.

The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred.

Moreover, it is noted that the Designated Representative may also be granted proxies or sub-delegations pursuant to article 135-*novies* of the Consolidated Finance Act, as an exception to article 135-*undecies*, paragraph 4, of the Consolidated Finance Act, exclusively by means of the form, in the manner and within the time limits indicated in the cited Company's website.

In view of the limitations that may arise due to health requirements, participation in the Meeting of the entitled parties (members of the management and control bodies, the appointed secretary and the Designated Representative) may also (or exclusively) take place by means of telecommunication in accordance with the modalities individually communicated to them, in compliance with the regulatory provisions applicable for this eventuality.

The Designated Representative shall be available for clarification or information at 0246776834 or at ufficiomi@computershare.it.

It is specified that shares for which the proxy was conferred, even partial, will be calculated for the purpose of regular constitution of the Meeting. With regard to proposals for which no voting instructions have been conferred, the shares will not be counted for the calculation of the majority and the portion of capital required for the approval of resolutions. Communication to the Company made by the authorized intermediary, certifying the legitimacy to participate in the Meeting, is necessary; therefore, in the absence of said communication, the proxy will be considered as invalid.

For the sake of clarity, it should also be noted that there are no postal or electronic voting procedures.

ADDITION TO THE AGENDA AND SUBMISSION OF PROPOSALS ON MATTERS ALREADY ON THE AGENDA

Pursuant to article 126-bis of the Consolidated Finance Act, Shareholders who, also jointly, represent at least one-fortieth of the share capital, may request - within ten days from the publication of this notice of call, i.e. by 31 March, 2022 - integration of the list of the items to be discussed, indicating in the request the additional issues that they propose or submit proposals for resolutions on items already on the agenda. Within the above-mentioned term of ten days, proposing Shareholders shall submit a report on the issues that are proposed to be dealt with or the reasons for further resolution proposals submitted on issues that are already on the agenda.



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The application - together with certification of ownership - shall be submitted in writing by sending it to the e-mail address wiiit@pec.wiit.it.

Additions to the agenda are not permitted for items on which the Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or report prepared by them. Any additions to the list of items to be dealt with by the Meeting, or the presentation of further proposals for resolutions on items already on the agenda, shall be notified, in the same manner as prescribed for the publication of this notice of call, at least fifteen days before the date set for the Meeting, i.e. by 6 April 2022. The reports on further proposals for resolution on items already on the agenda will be made available to the public according to the methods set out in article 125-ter, paragraph 1 of the Consolidated Finance Act at the same time as the publication of the notice of presentation.

In consideration of the fact that participation in the Shareholders' Meeting is provided exclusively through the Designated Representative, those who have the right to vote will be able to submit individual resolution proposals on the items on the agenda pursuant to art. 126-bis, paragraph 1, third period of the Consolidated Finance Act, within ten days of the publication of this notice of call, ie by March 31, 2022 by sending to the e-mail address wiiit@pec.wiit.it. The proposals will be published on the Company's website at (<https://www.wiit.cloud/it/>), in the "Company - Governance - Shareholders' Meeting" section, without delay and in any case by 6 April 2022, at in order to allow those entitled to vote to express themselves consciously, also taking into account these new proposals. The proposed resolutions must be accompanied by the certification certifying ownership of the shareholding.

For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with applicable legislation, as well as the legitimacy of the proposers.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to article 127-ter of the Consolidated Finance Act, Shareholders may ask questions on the items on the agenda even before the Meeting by sending them to the e-mail address wiiit@pec.wiit.it.

Entitled parties shall provide information enabling their identification, together with the relevant notice issued by the intermediary proving their entitlement to vote; the notice is not necessary, however, if the Company receives the notice issued by the intermediary, which is necessary to take part in the Meeting. The deadline for submitting such applications is the seventh open market day preceding the date set for the Meeting (i.e. 8 April 2022). Questions received by this deadline will be answered, at the latest, by 10:00 noon two days before the Meeting (i.e. 19 April 2022) also by publication on the Company's website (<https://www.wiit.cloud/it/>), in the section Company - Governance - Shareholders' Meeting.

No response will be due, even at the Meeting, to questions asked prior to the Meeting, if the requested information is already made available by the Company in a Question and Answer format on the Company's website (<https://www.wiit.cloud/it/>), in the section Company - Governance - Shareholders' Meeting, or the answer has already been published in the same section. The Company may provide single responses to questions with the same content.

DOCUMENTATION

The illustrative reports of the Directors with the full text of the resolution proposals and the additional documents for the Meeting required by current legislation, including (i) the Annual Financial Report, (ii) the Report on Corporate Governance and ownership structure prepared pursuant to article 123-bis of the Consolidated Finance Act, (iii) the Report of the Board of Statutory Auditors, (iv) the Report of the Independent Auditors, (v) the Report on Remuneration Policy and Remuneration Paid pursuant to article 123-ter of the Consolidated Finance Act, will be made available to the public, according to the terms set out by law and regulations, at the registered office in Milan, Via dei Mercanti 12, on the Company's website (<https://www.wiit.cloud/it/>), in the section Company - Governance - Shareholders' meeting, as well as at the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com).

Shareholders are entitled to inspect it and, on request, to obtain a copy. However, following the restrictive provisions issued by the competent Authorities, Shareholders are advised that access to the company's registered office may be allowed by means of procedures and terms to be defined.

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This notice of call is published today, in its entirety, on the Company's website (<https://www.wiit.cloud/it/>), in the section Company - Governance - Shareholders' Meeting, at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com), as well as an abstract in the daily newspaper "Milano Finanza" on 22 March, 2022.

INFORMATION ON SHARE CAPITAL

The subscribed and paid-up share capital amounts to Euro 2,802,066, divided into 28,020,660 ordinary shares with no indication of nominal value.

Each share entitles the holder to one vote, except for shares that have been granted increased voting rights pursuant to articles 7.2 et seq. of the Articles of Association, which grant two votes for each share.

As at the date of this notice, 13,876,660 shares - held directly and indirectly by Mr. Alessandro Cozzi, the Company's controlling shareholder - corresponding to 49.52% of the share capital and 66.24% of the voting rights, were granted the additional voting right pursuant to article 127-*quinquies* of the Consolidated Finance Act. The list of Shareholders who requested to be included in the list kept by the Company pursuant to article 127-*quinquies*, paragraph 2 of the Consolidated Finance Act can be consulted on the Company's website (<https://www.wiit.cloud/it/>), in the section Company - Governance - Increased vote.

[As of the date of this notice, the Company owns 1.323.463 azioni proprie, pari a circa il 4,72% of the share capital, the voting rights of which are, pursuant to law, suspended.

DIVIDEND

Any dividend, if any, resolved by the Shareholders' Meeting will be paid, in accordance with applicable laws and regulations, on 27 April, 2022 (payment date), with an ex-dividend date of 25 April, 2021(ex date).

Pursuant to article 83-*terdecies* of the Consolidated Finance Act, those who are Shareholders based on the evidence of the accounts relating to the end of the accounting day of 26 April, 2022 (record date) will be entitled to receive the dividend.

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The Company reserves the right to supplement and/or amend the content of this notice if, before the Meeting is held, the regulations set out in article 106 of the Cura Italia Decree are amended or further measures are issued by the competent authorities in relation to the COVID-19 pandemic. Any changes and/or additions will be promptly announced in the same manner as the publication of this notice.

Milan, 21 March 2022

On behalf of the Board of Directors

The Chairman

Riccardo Sciotto

Fine Comunicato n.20101-26

Numero di Pagine: 6