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Oggetto : PRESS RELEASE ORDINARY  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato.



THE PREMIUM CLOUD

## PRESS RELEASE

## ORDINARY SHAREHOLDERS' MEETING

- **Separate financial statements at December 31, 2021, allocation of the net income and distribution of dividend of 0.30 Euro per share approved**
- **Increase in Board of Directors' remuneration**
- **Report on remuneration policy and compensation paid approved**
- **Authorized the purchase and disposal of treasury shares**
- **"2022-2027 Stock Option Plan" approved**

**Milan, April 21, 2022** - 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, called today in ordinary session, has considered the matters on the agenda,

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 to Decree Law 30 December 2021, no. 228, converted with amendments by Law no. 15 of 25 February 2022, the meeting took place with the participation in the shareholders' meeting of the share capital exclusively through Computershare S.p.A., the designated representative pursuant to art. 135-undecies of Legislative Decree 24 February 1998, n. 58 (the "**CFA**") without therefore physical participation by the shareholders and, therefore, excluding access to the meeting rooms by shareholders or their delegates other than the aforementioned designated representative.

#### **Approval of the separate financial statements at December 31, 2021, the allocation of the net income and the distribution of the dividend**

The Shareholders' Meeting approved the separate financial statements as at 31 December 2021, with a net income for the year of Euro 1,022,089.85 and the following allocation of the net income for the year: (i) Euro 26,520 to the legal reserve in accordance with the provisions of article 2430 of the Italian civil code; and (ii) Euro 995,569.85 by way of dividend, also resolving to distribute to shareholders, through the use, in order of priority, of Euro 995,569.85 taken from the profit for the year and a maximum of Euro 7,410,628.15 taken from the reserve denominated "Other reserves", Euro 0.30 for each of the shares that will be outstanding on the ex-dividend date (coupon no. 1), with the exception of those held by the Company at the ex-date, according to the following calendar: dividend coupon date (ex-date) of **April 25, 2022**, record date of **April 26, 2022** and dividend payment date of **April 27, 2022**.

#### **Increase in Board of Directors' remuneration**

The Shareholders' Meeting resolved to increase the overall gross annual emolument of the Board of Directors by an amount equal to Euro 185,000, and, therefore, to recalculate the same at Euro 1,360,000 gross per year *pro rata temporis*, in addition to the reimbursement of out-of-pocket expenses incurred, to be distributed by the Board of Directors of the Company, all with effect from the effective date of the merger by incorporation of Matika S.p.A. in the Company, as described in the explanatory

# WIIT

## THE PREMIUM CLOUD

report of the Board of Directors made available to the public at the registered office and on the Company's website (<http://www.wiit.cloud/>), in the "Company - Governance - Shareholders' Meeting", as well as at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

### **Report on remuneration policy and compensation paid**

The Shareholders' Meeting approved Section I of the "Report on remuneration policy and compensation paid" (the "**Report**"), as per Article 123-ter, paragraph 3-bis of the CFA and expressed a favourable opinion on Section II of the Report as per Article 123-ter, paragraph 6 of the CFA.

### **Authorisation of the purchase and disposal of treasury shares**

The Shareholders' Meeting approved the authorisation to purchase treasury shares, so as to permit the Company to hold a stock of treasury shares to be used (i) as consideration for any corporate transactions and/or other financial-operating uses and/or strategic interest for the Company, also for exchanges, swap, contribution, disposal or other act that includes the use of treasury shares (ii) the service of financial instrument based remuneration plans intended for employees and / or directors of Group companies.

Specifically, authorisation for the purchase, on one or more occasions, on a revolving basis, of ordinary shares of the Company has been granted, taking into account the shares held from time to time in the Company's portfolio, up to the maximum number permitted by law (equal, at today's date, to 20% of the share capital) and, in any case, within the limits of the distributable profits and available reserves resulting from the latest financial statements approved at the time each transaction was carried out, for a duration of 18 months starting from the date of authorisation, according to the additional terms and conditions described in the explanatory report of the Board of Directors made available to the public at the registered office and on the Company's website (<http://www.wiit.cloud/>), in the Section "Company - Governance - Shareholders' Meeting of the Shareholders", as well as at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

It should be noted that as of today's date, the Company holds 1,405,974 treasury shares, equal to 5.02% of WIIT' ordinary shares.

### **Remuneration plan based on financial instruments called "Stock Option Plan 2022-2027"**

The Shareholders' Meeting approved the compensation plan based on financial instruments called "Stock Option Plan 2022-2027", for the Chairman of the Board of Directors of WIIT, as well as for the executive directors, executives and key persons (strategic managers) of Group's companies, to be identified by WIIT's Board of Directors, as described in the information document made available to the public at the registered office and on the Company's website (<http://www.wiit.cloud/>), in the Section "Company - Governance - Shareholders' Meeting", as well as, at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

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A summary of voting and the Shareholders' Meeting minutes will be published as per the applicable law.

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# WIIT

THE PREMIUM CLOUD

## **Statement pursuant to Article 154-bis, paragraph 2 of Legislative Decree No. 58/1998.**

The Corporate Financial Reporting Manager, Mr. Stefano Pasotto, declares, pursuant to Article 154-bis, second paragraph of Legislative Decree No. 58/1998, that this press release corresponds to the underlying accounting documents, records and accounting entries.

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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](http://www.wiit.cloud))*

### **For more information:**

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