



SPAFID CONNECT

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Oggetto : SHAREHOLDERS MEETING CALL
NOTICE

Testo del comunicato

Vedi allegato.

SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders of WIIT S.p.A. (the "**Company**") are called to the Ordinary Shareholders' Meetings, in single call, on April 29, 2020, at 15:30, to be held at the offices of Zabban Notario Rampolla and associates in via Metastasio no. 5, Milan, to discuss and vote on the following

AGENDA

1. Separate financial statements at December 31, 2019 and allocation of the net result; Directors' Report on the situation of the Company and the operating performance, including the Corporate Governance and Ownership Structure Report; Board of Statutory Auditors' Report; Independent Auditors' Report. Presentation of the consolidated financial statements at December 31, 2019. Resolutions thereon.
2. Remuneration policy and report:
 - 2.1 examination of Section I as per Article 123-ter of Legislative Decree 58/1998, paragraph 3. Resolutions pursuant to Article 123-ter of Legislative Decree 58/1998, paragraph 3-bis;
 - 2.2 examination of Section II as per Article 123-ter of Legislative Decree 58/1998, paragraph 4. Resolutions pursuant to Article 123-ter of Legislative Decree 58/1998, paragraph 6.
3. Authorisation to purchase and utilise treasury shares. Resolutions thereon.
4. Approval as per Article 114-bis of Legislative Decree No. 58/1998 of remuneration plans based on financial instruments. Resolutions thereon.

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Due to the Covid-19 emergency, and therefore on the basis of the key principles for the protection of the health of Shareholders, employees, representatives and consultants of the company, and, more recently, in compliance with Legislative Decree No. 18 of March 17, 2020, **participation at the Shareholders' Meeting shall take place only through the designated agent as per Article 135-undecies of Legislative Decree No. 58 of February 24, 1998 ("CFA")**, according to the manner outlined below, without the physical attendance of shareholders, and access to the Meeting shall therefore be denied to all shareholders or proxies other than the aforementioned designated agent.





As regards attendance at the Shareholders' Meeting by Directors, Statutory Auditors, representatives of the Independent Auditors and the designated agent, the Company will make use of the technical tools that will allow these parties to participate via conference call, should the epidemic situation require it, or in any case make it preferable to protect the health of the participants.

RIGHT TO ATTEND AND VOTE

The right to attend the Shareholders' Meeting and the right to vote is guaranteed by communication to the company by an intermediary of the accounting records at the conclusion of the seventh day before the date fixed for the Shareholders' Meeting in single call, i.e. April 20, 2020 (record date). Those who hold shares after that date, based on the registrations on the accounts, will not have the right to attend or vote at the Shareholders' Meeting. The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the

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Share capital Euro 2,652,066 fully paid-in - Tax / VAT No. 01615150214 - Milan Economic & Administrative Register No. 1654427



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Shareholders' Meeting (therefore, by April 24, 2020). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company after April 24, 2020, but before the beginning of the Shareholders' Meeting.

PARTICIPATION AT THE SHAREHOLDERS' MEETING AND ASSIGNING OF PROXY TO THE DESIGNATED AGENT

Pursuant to Art. 106 of Decree Law No. 18 of March 17, 2020 (the so-called "Cura Italia" Decree), **participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the designated agent.**

The Company has therefore appointed Computershare S.p.A. - with offices in Milan, via Mascheroni No. 19, 20145 - to represent its Shareholders pursuant to Article 135-*undecies* of the CFA and the cited Decree Law (the "**Designated Agent**"). Shareholders who wish to attend the Shareholders' Agent must therefore grant the Designated Agent a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda using the specific proxy form, prepared by the Designated Agent in agreement with the Company, available on the Company's website at <https://www.wiit.cloud/it/>, in the section "Investors - Shareholders' Meeting".

The proxy form with voting instructions must be submitted following the instructions on the form itself by the end of the second market day open prior to the Shareholders' Meeting, i.e. by April 27, 2020, and within the same deadline the proxy may be revoked.

The proxy, thus conferred, shall take effect only for those proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Agent may also be conferred mandates or sub-delegations pursuant to Article 135-*novies* of the CFA, in derogation of Article 135-*undecies*, paragraph 4 of the CFA, exclusively through the proxy form, in accordance with the methods and terms outlined on the aforementioned website.

In view of the limitations that may arise due to health requirements, the participation in the Shareholders' Meeting of the persons entitled to attend (the members of elected corporate boards (i.e. Directors and Statutory Auditors), the Secretary in charge and the Designated Agent) may also take place by means of telecommunications (even exclusively) in the manner individually communicated to them, in compliance with the applicable regulations for this eventuality.

The Designated Agent will be available for clarification or information at 02 46776821 or at the following e-mail address operations@computershare.it.

The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the motions. The communication to the Company by the appointed intermediary certifying the right to attend the Shareholders' Meeting is obligatory; without this communication, therefore, the proxy is invalid.

For the purposes of clarity, voting may not take place by correspondence or electronic means.

SUPPLEMENTATION OF THE AGENDA AND PROPOSALS ON MATTERS ALREADY ON THE AGENDA OF THE SHAREHOLDERS' MEETING;

In accordance with Article 126-*bis* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of this call notice (i.e. by April 7, 2020), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Within the aforementioned period of ten days, Shareholders making a proposal must present a report on the matters to be added to the Agenda, or justification for adding further proposals to be presented on matters already on the Agenda. The request, together with a proof of ownership of the holding, must be presented in written form to the email address ir@wiit.cloud.



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Supplementation of the agenda is not permitted for those matters on which the Shareholders' Meeting is to pass resolutions, as prescribed by law, on proposals of the Directors, or in relation to a project or report prepared by the Board. In relation to any supplementation to the matters that the Shareholders' Meeting must consider, or presentation of further proposals on existing matters on the agenda, notice is given, in the same manner established for the publication of the call notice, at least fifteen days before the date fixed for the Shareholders' Meeting, i.e. by April 14, 2020. The reports concerning further proposals on matters already on the Agenda will be made available to the public according to the means established by Article 125-ter, paragraph 1 of the CFA along with publication of the notice of presentation.

RIGHTS TO SUBMIT QUESTIONS

In accordance with Article 127-ter of the CFA, Shareholders may submit questions on the matters on the agenda, also before the Shareholders' Meeting, to the e-mail address ir@wiit.cloud.

Those entitled to vote must provide information enabling them to be identified, accompanied by the relevant communication from the intermediary proving ownership of the right to vote; it is however not necessary where the intermediary has sent to the company the communication for attendance at the Shareholders' Meeting. The deadline for submitting these applications is April 22, 2020. For questions which are sent to the Company by this deadline, an answer will be given to the designated representative during the Shareholders' Meeting at the latest.

A response will not be provided, even at the Shareholders' Meeting, to questions submitted before the meeting, where the information requested has already been made available by the company in "Question and Answer" format on the company website (<https://www.wiit.cloud/it/>) in the section "Investors - Shareholders' Meeting", or where responses have already been published in the same section. The company may provide a single reply to questions with the same subject matter.

DOCUMENTATION

The illustrative reports of the Board of Directors containing the full text of the proposals to be considered and the additional Shareholders' Meeting documentation required by applicable legislation (including (i) the Annual Financial Report, (ii) the Corporate Governance and Ownership Structure Report prepared as per Article 123-bis of the CFA, (iii) the Board of Statutory Auditors' Report, (iv) the Independent Audit Firm Report, (v) the Remuneration Policy and Report, prepared as per Article 123-ter of the CFA and (iv) the voluntarily-approved Sustainability Report) will be made available to the public in accordance with law at its registered office in Milan, Via dei Mercanti no. 12, on the Company's website (<https://www.wiit.cloud/it/>), in the section "Investors - Shareholders' Meeting", and on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com).

All Shareholders have the right to view and, on request, obtain a copy. However, as a result of the restrictive provisions issued by the relevant Authorities, Shareholders are advised that access to the registered office may be permitted only in accordance with procedures and terms to be defined.

This call notice is published today, in its full form, and in compliance with Article 125-bis of Legislative Decree 58/1998 and Article 10 of the Company By-laws, on the Company's website (<https://www.wiit.cloud/it/>), in the section "Investors - Shareholders' Meeting, on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and, in extract, in the newspaper "Milano Finanza".

INFORMATION ON THE SHARE CAPITAL

The Company's share capital approved, subscribed and paid-in, amounted to Euro 2,652,066, divided into 2,652,066 ordinary shares with no par value.

One vote attaches to each share, except for those shares which have obtained multi-vote rights as per paragraph 7.2 and subsequent of the By-Laws, which assigns two votes to each share.



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As of the date of this notice, 1,621,646 shares - held, directly and indirectly, by Mr. Alessandro Cozzi, majority shareholder of the Company - corresponding to 61.15% of the share capital and 75.89% of the voting capital, have obtained multi-vote rights. The list of Shareholders who have requested inclusion in the list maintained by the Company pursuant to Article 127-quinquies, paragraph 2, of the CFA can be consulted on the Company's website (<https://www.wiit.cloud/it/>), in the section "Investors - Multi-vote rights".

As of the date of this notice, the Company holds 131,061 treasury shares, whose voting rights are suspended in accordance with law.

DIVIDEND

Any dividend approved by the Shareholders' Meeting shall be paid out, in accordance with the applicable laws and regulations, on **May 6, 2020**, with dividend coupon of **May 4, 2020**.

In accordance with Article 83-terdecies of the CFA, shareholders enrolled in the register of shareholders at the end of **May 5, 2020** shall be entitled to receive a dividend.

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The Company thanks the shareholders for their cooperation in the exact execution of this notice and of the underlying laws (including special laws).

Finally, we inform you that, in light of the current health emergency, the information contained in this notice may be subject to changes, updates or supplements, which, subject to compliance with the applicable regulatory provisions, may concern, by way of example although not limited to, the date, place and/or time of the meeting, the terms for the exercise by the Shareholders of their rights under current and applicable law, the manner in which they may participate at the meeting and/or how the meeting is held. Any changes will be promptly communicated in the same manner as that for the publication of this notice.

Milan, March 28, 2020

On behalf of the Board of Directors

The Chairman

Riccardo Mazzanti

Fine Comunicato n.20101-22

Numero di Pagine: 6