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Diffusione presunta
Oggetto : CALL NOTICE OF THE ORDINARY AND
EXTRAORDINARY SHAREHOLDERS'
MEETING

Testo del comunicato

Vedi allegato.

CALL NOTICE OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders of WIIT S.p.A. (the "**Company**") are called to the Ordinary and Extraordinary Shareholders' Meeting, in single call, on May 5, 2021, at the time of 11:00 AM, to be held at the offices of ZNR notary in via Metastasio no. 5, Milan, to discuss and vote on the following

AGENDA

Ordinary session

- 1 Separate financial statements at December 31, 2020:
 - 1.1 Approval of the separate financial statements at December 31, 2020; 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, 2020. Resolutions thereon.
 - 1.2 Allocation of the net result. Resolutions thereon.
- 2 Report on remuneration policy and compensation paid:
 - 2.1 analysis of Section I pursuant to Article 123-ter, paragraph 3, of Legislative Decree 58/1998. Resolutions pursuant to Article 123-ter, paragraph 3, of Legislative Decree 58/1998.
 - 2.2 analysis of Section II 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.
- 3 Resolutions concerning the Board of Directors for the financial years 2021/2022/2023:
 - 3.1 Establishment of the number of members.
 - 3.2 Appointment of the directors (including Chairman).
 - 3.3 Establishment of the duration of office.
 - 3.4 Establishment of remuneration.
- 4 Resolutions concerning the Board of Statutory Auditors for the financial years 2021/2022/2023:
 - 4.1 Appointment of the Statutory Auditors (including Chairman) and Alternate Auditors.
 - 4.2 Establishment of remuneration.
- 5 Authorisation to purchase and dispose of treasury shares. Resolutions thereon.
- 6 Approval pursuant to Article 114-bis of Legislative Decree No. 58/1998 of remuneration plans based on financial instruments. Resolutions thereon.

Extraordinary session

- 1 Proposed 1:10 stock split of 2,652,066 ordinary shares (no par value) into 26,520,660 newly issued ordinary shares, having the same characteristics as the issued ordinary shares, through withdrawal and cancellation of the issued and existing ordinary shares, and assignment, for each ordinary share withdrawn and cancelled, of 10 newly issued ordinary shares. Approval of the consequential changes to the By-Laws.

WIIT SPA

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



Due to the ongoing 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, in compliance with Legislative Decree No. 183 of March 17, 2020 (as most recently extended by Law No. 21 of February 21, 2021 and converted into Leg. Decree No. 183 of December 31, 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 26, 2021 (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 Shareholders' Meeting (therefore, by April 30, 2021). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company after April 30, 2021, but before the beginning of the Shareholders' Meeting.

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

Pursuant to Article 106 of Decree Law No. 18 of March 17, 2020 (the so-called "Cura Italia" Decree), as most recently extended by Law No. 21 of February 21, 2021 and converted into Leg. Decree No. 183 of December 31, 2020, **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' Meeting 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 May 3, 2021, 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 the Corporate Boards, 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 46776831 or at the following e-mail address ufficiomi@computershare.it.

The shares in relation to which proxy is conferred, also partially, will be included for determining the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have



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been conferred, the shares will not be 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 4, 2021), 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.

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 20, 2021. 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 BEFORE THE SHAREHOLDERS' MEETING

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.

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 required to take part in the Meeting. The deadline for submitting these applications is the seventh day of open market prior to the date set for the Meeting (i.e. April 26, 2021). For questions which are sent to the Company by this deadline, an answer will be given to the designated agent at the latest by 12:00 PM of two days before the Shareholders' Meeting also by publication in a specific section on the Company's website (<https://www.wiit.cloud/it/>), in the "Investors - Shareholders' Meeting" section.

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.

APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors is carried out by means of slate voting, in compliance with the provisions set out by law and by Article 15 of the By-Laws, to which reference is expressly made for all matters not reported below.

The percentage shareholding entitling one or more shareholders to submit slates is 2.5%, in accordance with Consob Regulation No. 44 of January 29, 2021. The ownership of the minimum shareholding is determined having regard to the shares that are registered in favour of the shareholder on the day when the slate is filed with the Company, it being understood that the related certification can be produced also after the filing, provided that it is no later than the twenty-first day prior to the date of the meeting (i.e. by April 14, 2021).

The slates, signed by the shareholders who have submitted them, and accompanied by the documents proving the status of shareholders by indicating the overall percentage of shareholding, shall be filed at the registered office, or transmitted by electronic notification to the certified e-mail address wiit@pec.wiit.it by the twenty-fifth day prior to the date of the Meeting (i.e. April 10, 2021).



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The Company will make the slates and the related attachments available to the public at the registered office, on its website (<https://www.wiit.cloud/it/>), in the section "*Investors - Shareholders' Meeting*", as well as at the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com), at least twenty-one days prior to the date of the Shareholders' Meeting (i.e. by April 14, 2021).

Each candidate can be presented only on one slate at the risk of being declared ineligible. Each shareholder, shareholders who are members of a shareholders' agreement related to the relevant company pursuant to Article 122 of the CFA, the parent company, the subsidiaries and those subject to joint control pursuant to Article 93 of the CFA and any other party among which there is a connection, even indirectly, pursuant to the law and regulations in force, may not submit or take part in the submission of more than one slate or vote for different slates, either directly or through a nominee or trust company. The votes in breach of this shall not be attributed to any slate. In each slate, the candidates shall be indicated by a progressive number.

Pursuant to Article 15 of the By-Laws (i) the slates containing a number of candidates equal to or lower than 3 must include at least 1 director who complies with the independence requirements set out by the applicable law, indicating them separately; (ii) the slates containing a number of candidates lower than 8 and higher than 3 must include at least 2 directors who comply with the independence requirements set out by the applicable law, indicating them separately; and (iii) the slates containing a number of candidates equal to or higher than 8 must include at least 3 directors who comply with the independence requirements set out by the applicable law, indicating them separately.

It is also recalled that, pursuant to Article 147-ter, paragraph 1-ter, of the CFA and Law No. 160 of December 27, 2019, as from the first renewal of the board after January 1, 2020, within the Board of Directors the less represented gender must obtain a quota equal to at least one fifth of the Directors elected. Since this is the first renewal of the Board of Directors after January 1, 2020, each slate containing a number of candidates equal to or higher than 3 must therefore be composed in such a way that the less represented gender obtains a share equal to at least one fifth of the Directors elected.

The following must be attached to each slate, failing which the slate will be inadmissible: (i) the professional curricula of candidates, containing detailed information on their personal and professional characteristics, as well as an indication of any management and control positions held in other companies; (ii) a statement of any eligibility to qualify as independent, pursuant to the applicable legislation and regulations; (iii) statements in which each candidate accepts his/her candidacy and declares, under his/her responsibility, the non-existence of any reasons for ineligibility and incompatibility as provided for by law, as well as the requirements set out by law and regulations for the members of the Board of Directors; and (iv) the documentation certifying the status of shareholders by those who submitted the slates, with an indication of the total percentage of shareholding held by each candidate.

Slates presented in violation of the above rule are considered void.

Shareholders who intend to submit slates for the appointment of the Board of Directors are invited to read the recommendations contained in Consob Communication No. DEM/9017893 of February 26, 2009.

For further information on the appointment of the Board of Directors, see the illustrative report on the relevant matter on the Agenda, which will be made available to the public according to law.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors is carried out by means of slate voting, in compliance with the provisions set out by law and by Article 21 of the By-Laws, to which reference is expressly made for all matters not reported below.

The percentage shareholding entitling one or more shareholders to submit slates is 2.5%, in accordance with Consob Regulation No. 44 of January 29, 2021. The ownership of the minimum shareholding is determined having regard to the shares that are registered in favour of the shareholder on the day when the slate is filed with the Company, it being understood that the related certification can be produced also after the filing, provided that it is no later than the twenty-first day prior to the date of the meeting (i.e. by April 14, 2021).

The slates comprise two sections: one for candidates for the position of Statutory Auditor and the other for the position of Alternate Auditor. Each slate must indicate at least 1 candidate for the office of standing auditor and one candidate for the office of alternate auditor and may include up to a maximum of three 3 candidates for the office of standing auditor and two 2 candidates for the office of alternate auditor. Subject to ineligibility, each candidate may appear only on one slate. For slates which in the standing auditors section include 3



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candidates, candidates must be included of the other gender in the first two 2 positions of the said section and in the first two 2 positions of the alternate auditors section.

It is also recalled that, pursuant to Article 148-ter, paragraph 1-bis, of the CFA and Law No. 160 of December 27, 2019, as from the first renewal of the board after January 1, 2020, within the Board of Statutory Auditors the less represented gender must obtain a quota equal to at least one fifth of the Statutory Auditors elected. Since this is the first renewal of the Board of Statutory Auditors after January 1, 2020, each slate containing a number of candidates equal to or higher than 3 must therefore be composed in such a way that the less represented gender obtains a share equal to at least one fifth of the Statutory Auditors elected.

The slates, signed by the shareholders who have submitted them, and accompanied by the documents proving the status of shareholders by indicating the overall percentage of shareholding, shall be filed at the registered office, or transmitted by electronic notification to the certified e-mail address wiiit@pec.wiit.it by the twenty-fifth day prior to the date of the Meeting (i.e. April 10, 2021).

In addition, pursuant to Article 144-sexies, paragraph 5 of Consob Regulation No. 11971/1999, as subsequently amended and supplemented, in case no slate has been filed by the above-mentioned term, or only one slate has been filed, or only slates submitted by shareholders who are connected with each other pursuant to Article 144-quinquies of Consob Regulation No. 11971/1999 have been filed, slates can be filed until the third day following that date, i.e. by April 13, 2021; in this case, the shareholding threshold legitimising the right to submit a slate is halved, i.e. 1.25% of the share capital; the company will promptly notify the fact according to the methods set out by the regulations in force.

The Company will make the slates and the related attachments available to the public at the registered office, on its website (<https://www.wiit.cloud/it/>), in the section "*Investors - Shareholders' Meeting*", as well as at the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com), at least twenty-one days prior to the date of the Shareholders' Meeting (i.e. by April 14, 2021).

Statutory Auditors in situations of impediment and ineligibility or not meeting the professionalism, integrity and independence requirements under current legislation may not be elected and, if elected, shall forfeit office.

Each shareholder, shareholders who are members of a shareholders' agreement related to the relevant company pursuant to Article 122 of the CFA, the parent company, the subsidiaries and those subject to joint control and any other party among which there is a connection, even indirectly, pursuant to the law and regulations in force, may not submit or take part in the submission of more than one slate or vote for different slates, either directly or through a third party or trust company. The votes in breach of this are not attributed to any slate. In each slate, the candidates shall be indicated by a progressive number.

The following must be attached to each slate, failing which the slate will be inadmissible: (i) the professional curricula of candidates, containing detailed information on their personal and professional characteristics, as well as an indication of any management and control positions held in other companies; (ii) statements in which each candidate accepts his/her candidacy and declares, under his/her responsibility, the non-existence of any reasons for ineligibility and incompatibility as provided for by law, as well as the requirements set out by law and regulations for the respective offices; (iii) the documentation certifying the status of shareholders by those who submitted the slates, with an indication of the total percentage of shareholding held by each candidate, and (iv) a declaration of the shareholders other than those who hold a controlling or relative majority shareholding, stating the absence of connecting relationships pursuant to Article 14-quinquies of the Issuers' Regulation with these latter.

Slates presented in violation of the above rule are considered void.

Shareholders who intend to submit slates for the appointment of the Board of Statutory Auditors are invited to read the recommendations contained in Consob Communication No. DEM/9017893 of February 26, 2009.

For further information on the Statutory Auditors, see the illustrative report on the relevant matter on the Agenda, which will be made available to the public according to law.

DOCUMENTATION

The Directors' reports with the full text of the resolution proposals and further documents related to the Shareholders' Meeting as provided for by current legislation, including (i) the Annual Financial Report, (ii) the Corporate Governance and Ownership Report prepared pursuant to Article 123-bis of the CFA, (iii) the Report of the Board of Statutory Auditors, (iv) the Independent Auditors' Report, (v) the Remuneration Policy and Report pursuant to Article 123-ter of the CFA and (vi) the Sustainability Report approved on a voluntary basis, will be made available to the public, within the terms set out by law and regulations, at the registered office in



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Milan, Via dei Mercanti 12, on the Company's website (<https://www.wiit.cloud/it/>), in the section "*Investors - Shareholders' Meeting*", as well as at 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 the CFA 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.

As of the date of this notice, 1,526,646 shares - held, directly and indirectly, by Mr. Alessandro Cozzi, majority shareholder of the Company - corresponding to 57.56% of the share capital and 72.72% of the voting capital, have obtained multi-vote rights pursuant to Article 127-*quinquies* of the CFA. 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 158,007 treasury shares, equal to 5.96% of the share capital, whose voting rights are suspended in accordance with law.

DIVIDEND

Any dividend resolved by the Shareholders' Meeting will be paid, in accordance with applicable laws and regulations, on **May 12, 2021** (payment date), with an ex-dividend date of May 10, 2021(ex date).

In accordance with Article 83-*terdecies* of the CFA, shareholders enrolled in the shareholders register on conclusion of the record date of **May 11, 2021** (record date) shall be entitled to receive a dividend.

..*

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 relate to the Covid-19 pandemic, 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 25, 2021

On behalf of the Board of Directors

The Chairman

Riccardo Mazzanti

Fine Comunicato n.20101-36

Numero di Pagine: 8