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SHAREHOLDERS' MEETING AND  
BOARD OF DIRECTORS

*Testo del comunicato*

Vedi allegato.



THE PREMIUM CLOUD

## PRESS RELEASE

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

- **Separate financial statements at December 31, 2020 and distribution of dividend approved**
- **Remuneration Policy and Report approved**
- **Board of Directors and Board of Statutory Auditors appointed**
- **Purchase and disposal of treasury shares approved**
- **Three financial instrument-based remuneration plans as per Article 114-bis of Legs. Decree No. 58/98 approved**
- **1:10 stock split**

**Milan, May 5, 2021** - WIIT S.p.A. ("WIIT" or the "**Company**"; ISIN IT0004922826; WIIT.MI), a leading European player in the Cloud Computing market for enterprises demanding uninterrupted Hybrid Cloud and Hosted Private Cloud services for critical applications, announces that the Shareholders' Meeting, called today in ordinary and extraordinary session, has considered the matters on the agenda, and that the Board of Directors, meeting after the Shareholders' Meeting, considered the granting of powers and proxies, the verification of the requirements of the new members of the Board of Directors and of the Board of Statutory Auditors, in addition to the appointment of the Board sub-committees.

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 Law Decree No. 18 of March 17, 2020 (as most recently extended by Law No. 21 of February 26, 2021 converting the Law Decree No. 183 of December 31, 2020), participation at the Shareholders' Meeting took place only through the designated agent as per Article 135-undecies of Legislative Decree No. 58 of February 24, 1998 ("**CFA**"), Computershare S.p.A., without the physical attendance of shareholders, and therefore excluding access to the Meeting to all shareholders or proxies other than the aforementioned designated agent.

**ORDINARY SHAREHOLDERS' MEETING MOTIONS****Approval of the separate financial statements at December 31, 2020 and the distribution of the dividend**

The Shareholders' Meeting approved the separate financial statements at December 31, 2020, which present a net profit of Euro 4,847,988 and the distribution to shareholders of a dividend of Euro 1.05 for each share in circulation (with the exception of those held by the company at the coupon date), according to the following timeframe: dividend coupon date (ex-date) of **May 10, 2021**, record date of **May 11, 2021** and dividend payment date of **May 12, 2021**.

The Shareholders' Meeting also approved the carrying forward in full of the residual undistributed profit.

**Remuneration Policy and Report**

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

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## Appointment of the Board of Directors

The Shareholders' Meeting appointed the new Board of Directors for the 2021-2023 three-year period, and set the number of members as 9. On the basis of the only slate, presented by the shareholder WIIT Fin S.r.l., holder of 57.85% of the share capital of WIIT and 73,25% of the voting rights, the following members were appointed:

- Riccardo Sciutto, as Chairman of the Board of Directors;
- Alessandro Cozzi;
- Igor Bailo;
- Francesco Baroncelli;
- Enrico Rampin;
- Annamaria Di Ruscio;
- Emanuela Teresa Basso Petrino;
- Nathalie Brazzelli;
- Stefano Dario.

Votes in favour totalled 81,64% of the total voting rights and 100% of the total voting rights of attendees.

The newly elected Chairman of the Board of Directors, Riccardo Sciutto, already a director of WIIT since 2018, has gained an intense experience of over 25 years in the luxury sector, peaking at with the role of Group CEO of Sergio Rossi since 2016. Today Sciutto holds various positions in the Boards of leading institutions in the industry including the Altgamma Foundation, CERCAL and Fashion Technology Accelerator. The significant experience and recognized authority in one of the industries that is one of the most important for Wiit confirm his appointment as a guarantee of good corporate governance.

The directors Annamaria Di Ruscio, Emanuela Teresa Basso Petrino and Nathalie Brazzelli declared that they satisfy the independence requirements, as per Article 148, paragraph 3 of the CFA, as referred by the Article 147-ter, paragraph 4 of the CFA, in addition to the Corporate Governance Code, approved by the Corporate Governance Committee in January 2020 (the "**Corporate Governance Code**"). The *curricula* of the new directors are available on the company website ([www.wiit.cloud](http://www.wiit.cloud)).

The directors holding company shares at the appointment date, on the basis of the declarations provided and the information held by the company, were as follows:

Name	No. of shares	% of share capital
Riccardo Sciutto	3.954(*)	0,15%
Alessandro Cozzi	1.536.407(**)	57,93%
Enrico Rampin	54.563(*)	2,06%
Francesco Baroncelli	42.936(**)	1,62%
Igor Bailo	250	0,01%
Stefano Dario	20.403(*)	0,77%
Annamaria Di Ruscio	134	0,005%

(\*) Shares held indirectly through corporate vehicles.

(\*\*) Shares held directly and indirectly through corporate vehicles.

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The Shareholders' Meeting also approved the granting to the Board of Directors, on a *pro rata temporis* basis considering the duration of time in office of each director, a gross total annual emolument of Euro 1,175,000, in addition to the reimbursement of expenses incurred, to be divided among its members as per the motions to be adopted by the Board of Directors of the company.

### **Appointment of the Board of Statutory Auditors**

The Shareholders' Meeting appointed the new Board of Statutory Auditors for the 2021-2023 three-years period. On the basis of the only slate, presented by the shareholder WIIT Fin S.r.l., holder of 57.85% of the share capital of WIIT, and of 73.25% of voting rights, the following members were appointed:

- Paolo Ripamonti, as Statutory Auditor and Chairman of the Board of Statutory Auditors;
- Chiara Olliveri Siccardi, as Statutory Auditor;
- Francis De Zanche, as Statutory Auditor;
- Guido Giovando, as Alternate Auditor;
- Fabrizia Pecunia, as Alternate Auditor;

Votes in favour totalled 81,64% of the total voting rights and 100% of the total voting rights of attendees. The *curricula* of the new statutory auditors are available on the company website ([www.wiit.cloud](http://www.wiit.cloud)).

On the basis of the declarations made and the information in the possession of the Company, there are no auditors in possession of Company shares at the date of the appointment.

The Shareholders' Meeting also approved the granting to the Board of Statutory Auditors of a gross total annual emolument of Euro 42,000, in addition to the repayment of expenses incurred, of which Euro 18,000 in favour of the chairperson of the Board of Statutory Auditors and Euro 12,000 in favour of each statutory auditor.

### **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 continue 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 of investments with others to support operations of interest for the Company, in addition to (ii) the service of financial instrument based remuneration plans.

The authorisation to purchase treasury shares was granted according to the above limits: (i) up to a maximum 2,652,066 ordinary shares (corresponding to approx. 10% of the share capital of the Company following the stock-split); (ii) for 18 months from the date of the approving Shareholders' Meeting motion and (iii) at a purchase price for each share not less than the official WIIT share price of the day before that on which the purchase transaction shall take place, reduced by 15%, and not greater than the official price of the day before that on which the purchase transaction shall take place, increased by 15%. The purchases of treasury shares should in any case be made while ensuring the equal treatment of Shareholders, according to one of the methods established by Article 144-bis, paragraph 1, letters b), c), d), d-ter) and paragraph 1-bis of the regulation adopted with Consob resolution No. 11971 of May 14, 1999 and subsequently amended and integrated.

Disposals of treasury shares may be undertaken: (i) without time limits and (ii) at a price to be established on a case-by-case basis by the Board of Directors, considering the implementation methods effectively used, the share performance during the period preceding the execution of the transaction, and in the best interests of the Company.

The Company currently holds 147,903 treasury shares, equal to 5.58% of WIIT's ordinary shares.



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**Financial instrument based remuneration plans**

The Shareholders' Meeting approved, as per Article 114-bis of the CFA, three financial instrument remuneration plans and, in particular:

- the "2021-2025 RSU Plan", intended for employees of the WIIT Group companies. This plan is designed to pursue the goal of increasing the value of the WIIT share, while aligning the financial interests of the beneficiaries with those of the shareholders. Specifically, the "2021-2025 RSU Plan" pursues the following objectives: (i) to incentivise beneficiaries to achieve the WIIT Group's operating performance results; (ii) to align the interests of beneficiaries with the interests of shareholders in the creation of value over the medium-long term; (iii) to retain key staff of the WIIT Group, providing incentives for them to remain with the Company; (iv) to protect the WIIT Group's competitiveness in the labour market.
- the "2021-2023 Monetary Incentive Plan" regarding the portion in which it is also based on the WIIT share performance. This plan - intended for WIIT's Executive Directors, to be identified by the WIIT Board of Directors - is intended to pursue the following objectives (i) to link the remuneration of WIIT's key resources to the Group's operating performance and to the creation of value for the Group; (ii) to focus the Company's key resources towards strategies for the pursuit of medium/ long-term results; (iii) to align the interests of the Company's key resources with those of its shareholders; (iv) to introduce retention policies designed to develop the loyalty of key resources and provide incentives for them to remain with the Company.
- the "2021-2026 Stock Option Plan", intended for Executive Directors and Senior Executives of WIIT Group companies, to be identified by the WIIT Board of Directors. This plan is intended to pursue the following objectives (i) to link the remuneration of WIIT Group's key resources to the actual performance of WIIT's stock; (ii) to align the interests of the Company's key resources with those of its shareholders.

**EXTRAORDINARY SHAREHOLDERS' MEETING MOTIONS****1:10 stock split**

The Shareholders' Meeting approved the 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. The Shareholders' Meeting also consequently approved the related changes to the By-law.

This operation is expected to be completed following the payment of the dividend (i.e. May 12, 2021), by the end of May 2021. The execution of the stock-split will be communicated to the shareholders with a specific communication.

**BOARD OF DIRECTORS' MOTIONS**

The Board of Directors, met today after the Shareholders' Meeting, granted operating powers to the following directors: (i) Alessandro Cozzi (*Chief Executive Officer*); (ii) Igor Bailo (*Chief Operating Officer*); (iii) Francesco Baroncelli (*Chief Merger & Acquisition*); and (iv) Enrico Rampin (*Chief Sales Officer*).

The Board of Directors, on the basis of the information provided by the interested parties and that available to the Company, assessed and declared the meeting of: (i) the good standing requirements of all directors; and (ii) the independence requirements as per Article 148, paragraph 3 of the CFA, as referred by the Article 147-ter, paragraph 4 of the CFA, in addition to the Corporate Governance Code, of the directors Annamaria Di Ruscio, Emanuela Teresa Basso Petrino and Nathalie Brazzelli.

In addition, the Board of Directors, on the basis of the information provided by the interested parties and the information available to the Company, also assessed and declared the satisfaction of the

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good standing, professionalism and independence requirements of the statutory auditors as per the CFA and, where applicable, as per the Corporate Governance Code.

Finally, the Board of Directors appointed:

- Emanuela Teresa Basso Petrino (Chairperson), Annamaria Di Ruscio and Riccardo Sciutto as members of the "Appointments and Remuneration Committee" of the Company;
- Annamaria Di Ruscio (Chairperson), Nathalie Brazzelli and Riccardo Sciutto as members of the "Control, Risks and Related Parties Committee" of the Company.

\* \* \*

A summary of voting, the Shareholders' Meeting minutes and the By-Laws shall be published according to the means and deadlines established by the applicable regulation.

\* \* \*

### **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.

\* \* \*

### **WIIT S.p.A.**

*WIIT S.p.A., listed on the STAR segment of the Italian Stock Exchange organised and managed by Borsa Italiana S.p.A (WIIT.MI), is a leading European Cloud Computing market player, focused particularly on the Hybrid Cloud and Hosted Private Cloud for enterprises market. This company specialises in Hosted Private and Hybrid Cloud services for enterprises requiring critical application and business continuity management, with all the main international application platforms managed (SAP, Oracle and Microsoft) using an end-to-end approach. WIIT manages proprietary data centers, with the main center Tier IV level certified by the Uptime Institute LLC of Seattle (USA). This is the highest possible level of reliability, while the company is also among the world's most certified SAP partners. For further details, reference should be made to the company website ([wiit.cloud](http://wiit.cloud)).*

### **For further information:**

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