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Oggetto : WIIT approves a capital increase of  
maximum no. 1,500,000 shares reserved to  
institutional investors to support M&A  
strategy

*Testo del comunicato*

Vedi allegato.

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## PRESS RELEASE

**WIIT approves a capital increase of maximum no. 1,500,000 shares reserved to institutional investors to support M&A strategy**

**Launch of the reserved placement of maximum no. 1,500,000 newly issued shares of WIIT through an accelerated bookbuilding offering, with the possibility to increase the offering by additional no. 600,000 WIIT shares offered by the controlling shareholder WIIT Fin**

Milan, 7 June 2021 – WIIT S.p.A. (“**WIIT**” or the “**Company**”; ISIN IT0005440893; 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 Board of Directors, held today, resolved to partially execute the mandate granted, pursuant to Article 2443 of the Italian Civil Code, by the Extraordinary Shareholders' Meeting on 30 November 2018, by increasing the share capital of the Company against payment, in one or more tranches, for a maximum nominal amount of Euro 150,000, through the issue of maximum no. 1,500,000 new ordinary shares, with no par value, equal to approximately 5.7% of the issued shares (pre-increase), excluding the pre-emption right pursuant to Article 2441, paragraph 4, second period, of the Italian Civil Code, to be offered for subscription to qualified investors (as defined under Article 2, paragraph 1, letter e) of Regulation (EU) 2017/1129, as subsequently amended and supplemented, and Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018) in Italy, in the European Economic Area and in the United Kingdom and institutional investors abroad, with the exclusion of any country or jurisdiction in which the offer or sale of the shares to be placed is forbidden as a violation of the relevant laws or in the absence of exemptions (collectively, the “**Institutional Investors**” and the “**Primary Placement**”).

The capital increase transaction is aimed at acquiring equity in a quick and efficient way to continue the Company's growth strategy through external lines started with the recent acquisition transactions and with the progressive process of internationalization of the group controlled by WIIT. The capital increase is also functional to increase the free float and facilitating the exchange of the shares of the Company, thus favouring its liquidity.

The controlling shareholder WIIT Fin S.r.l. (“**WIIT Fin**” or the “**Selling Shareholder**”) has expressed its interest in participating in the placement through the transfer of shares owned by it for a maximum amount equal to no. 600,000 shares of the Company, equal to approximately 2.26% of the share capital (pre-increase) (“**Shares for Sale**”), thus contributing to the increase of the Company's free float. Subject to the availability of the Selling Shareholder, the Company, the Joint Bookrunners (as defined below) and the Selling Shareholder reserve the right to increase the number of WIIT shares offered in the accelerated bookbuild offering procedure by a maximum number equal to the Shares for Sale (the “**Secondary Placement**” and, together with the Primary Placement, the “**Placement**”). WIIT Fin currently holds approximately 57.98% of the share capital of WIIT and 73.07% of the voting rights and, following the completion of the Placement, will continue to maintain the legal control on the Company.

The maximum number of 1,500,000 shares offered by the Company and, in case of Secondary Placement, maximum no. 600,000 shares offered by the Selling Shareholder, in total equal to, respectively, 5.35% and 2.14% of the share capital of WIIT (post-increase), will be offered as part of a placement reserved for Institutional Investors to be carried out

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by means of an accelerated bookbuild offering, without publication of a public offering prospectus and/or a listing prospectus, pursuant to the exemptions provided for by the applicable laws and regulations.

The bookbuilding will start immediately. WIIT and, in case of Secondary Placement, WIIT Fin reserve the right to proceed with an early closing of the Placement, and/or change its terms, at any time. The results of the Placement will be communicated at the end of the accelerated bookbuild offering procedure.

The subscription price of the shares to be placed – which is the single unit price for both the shares resulting from the share capital increase and the potential Shares for Sale – will be determined at the end of the bookbuilding procedure in compliance with the criteria established by the Board of Directors pursuant to Article 2441, paragraph 4, second period, of the Italian Civil Code. The independent auditor Deloitte & Touche S.p.A. has released its opinion on the pricing criteria pursuant to Article 2441, paragraph 4, second period, of the Italian Civil Code, and to Article 158 of Legislative Decree no. 58/1998.

In the event of full subscription of the newly issued shares, the share capital will be equal to Euro 2,802,066, represented by no. 28,020,660 ordinary shares, with regular dividend right and with the same features as those already outstanding. The new shares offered in the Primary Placement will be admitted to listing as of the date of issue on the Mercato Telematico Azionario, organised and managed by Borsa Italiana S.p.A., being fungible with the ordinary shares of the Company already listed.

In connection with the Placement, BNP Paribas and Intermonte SIM S.p.A. will act as joint global coordinator and joint bookrunner ("**Joint Bookrunner**").

In the context of the Placement, WIIT and the Selling Shareholder entered into a lock-up commitment with a duration of 90 days in accordance with market practice in similar transactions. During such lock-up period, WIIT and the Selling Shareholders may not execute any act of disposal of the shares of the Company without the prior consent of the Joint Bookrunners, subject to certain exceptions (including the transfer of Company's shares in the context of acquisition transactions, pursuant to share options, incentive schemes or variable price components (so-called earn-out) linked to previous acquisition transactions consummated by the Issuer) and waiver.

The directors' explanatory report, the fairness opinion of the independent auditor (Deloitte & Touche S.p.A.) and the minutes of the Board of Directors' meeting drawn up in notarial form will be made available to the public on the website [www.wiit.cloud](http://www.wiit.cloud) and on the authorised storage website [www.linfo.it](http://www.linfo.it).

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### **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)).

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This announcement may contain certain forward-looking statements, estimates and forecasts reflecting management's current views with respect to certain future events. Forward-looking statements, estimates and forecasts are generally identifiable by the use of the words "may," "will," "should," "plan," "expect," "anticipate," "estimate," "believe," "intend," "project," "goal" or "target" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements include, but are not limited to, all statements other

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than statements of historical facts, including, without limitation, those regarding the Company's and its group's future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Company and its group participate.

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. The Company's ability to achieve its projected objectives or results is dependent on many factors which are outside management's control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions.

All forward-looking statements included herein are based on information available to the Company as of the date hereof. No undertaking or obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law is accepted.

None of BNP Paribas and Intermonte SIM S.p.A. (the "Managers") or any of their affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement or any other information relating to the Company, its subsidiaries or associated companies or for any loss arising from any use of this announcement or its contents or in connection therewith.

The Managers are acting for the Company and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to any transaction or arrangement referred to in this announcement.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on Markets in Financial Instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures in the EEA; (d) Regulation (EU) no 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA ("UK MIFIR"); and (e) the FCA handbook Product Intervention and Product Governance Sourcebook (together, the "Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the securities referred to herein have been subject to a product approval process, which has determined that, although the transaction is only addressed to investors who meet the criteria of professional clients and eligible counterparties (each as defined in MiFID II), such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II in EEA or in the FCA Handbook Conduct of Business Sourcebook and UK MIFIR as the case may be; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities referred to herein may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the transaction. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

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