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CONNECT

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Oggetto : Successful completion of the placement reserved to institutional investors and Full subscription of WIIT's capital increase

Testo del comunicato

Vedi allegato.

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WIIT

THE PREMIUM CLOUD

PRESS RELEASE

Successful completion of the placement of no. 2,100,000 shares of WIIT reserved to institutional investors by means of an accelerated bookbuild offering

Full subscription of WIIT's capital increase with the issuance of no. 1,500,000 shares for a total amount of Euro 25,500,000 to support M&A strategy

Milan, 8 June 2021 – Following the press release released on 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 the successful completion of the placement of n. 2,100,000 ordinary shares of WIIT, equal to about 7.9% of the share capital of the Company (post capital increase) by means of an accelerated bookbuild offering procedure reserved to Institutional Investors (as defined in the press release of 7 June 2021) (the “**Placement**” or the “**Transaction**”).

As previously announced, the controlling shareholder WIIT Fin S.r.l. also participated in the Transaction.

In particular: (i) the Company has placed no. 1,500,000 new shares resulting from the capital increase (equal to about 5.7% of the issued shares); and (ii) WIIT Fin S.r.l. has transferred no. 600,000 WIIT shares (equal to about 2.3% of the issued shares).

The Placement of the shares has been carried out at a price equal to Euro 17.00 per share.

The Placement will be settled, by way of delivery of the securities and payment of the consideration, on 10 June 2021.

As a result of the completion of the Transaction:

1. following the capital increase (as better described in the press release of 7 June 2021) WIIT will issue no. 1,500,000 ordinary shares for a gross overall amount equal to Euro 25,500,000.00, of which Euro 150,000.00 as nominal value and Euro 25,350,000.00 as share premium, which 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.;
2. the overall share capital of the Company will be equal to Euro 2,802,066.00, divided into no. 28,020,660 ordinary shares, with no par value;
3. WIIT Fin S.r.l. will retain ownership of no. 14,776,600 shares of the Company, equal to 52.7% of the share capital and 69% of the voting rights, continuing to maintain legal control on the Company.

As already announced on 7 June 2021, the proceeds resulting from the capital increase will be invested by the Company to continue the strategy of growth through external lines started with the recent acquisition transactions and with the progressive process of internationalization of the group controlled by WIIT, as well as to increase the free float and facilitate the exchange of the security, thus favouring its liquidity.

In connection with the Transaction, BNP Paribas and Intermonte SIM S.p.A. acted as joint global coordinator and joint bookrunner in the private placement with Institutional Investors.

In the context of the Placement, WIIT and WIIT Fin S.r.l. 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 shareholder may not execute any act of

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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).

The Company will proceed with the required filings and communications in accordance with the applicable law.

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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)

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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 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

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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.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares. Any person subsequently offering, selling or recommending the shares (a “Distributor”) should take into consideration the manufacturers’ Target Market Assessment. A Distributor subject to MiFID II or The FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the shares (by either adopting or refining the manufacturers’ Target Market Assessment) and determining appropriate distribution channels.

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For further information:

Investor Relations WIIT S.p.A.:

Stefano Pasotto – CFO & Investor Relations Director
Francesca Cocco – Lerxi Consulting – Investor Relations
T +39.02.3660.7500
Fax +39.02.3660.7505

ir@wiit.cloud
www.wiit.cloud

Media Relations:

Image Building
T +39 02 89011300
wiit@imagebuilding.it

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