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CONNECT

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Erptech S.p.A. into WIIT S.p.A.

Testo del comunicato

Vedi allegato.



November 10, 2022

PRESS RELEASE

Proposal for merger by incorporation of Erptech S.p.A. into WIIT S.p.A.

Milan, November 10, 2022 - WIIT S.p.A. ("WIIT" or the "**Company**") announces that the Company's Board of Directors today approved, as per Articles 2501-ter and 2505 of the Civil Code, the proposal for the merger by incorporation (the "**Merger Proposal**") of Erptech S.p.A. (the "**Incorporated Company**") into the Company. The Merger Proposal was also approved today by the board of directors of the Incorporated Company.

The proposed merger would optimize the coordination, operation and synergies of the companies, and lower the structural costs of operating legally distinct entities (which carry out activities that are in part similar and in part complementary), bringing benefits in terms of operational and financial streamlining. The proposed merger will allow for unified management of otherwise distinct functions, thereby maximizing the operational efficiency of the corporate structures, focusing them on the achievement of objectives.

The Incorporated Company is - and will be as of the date of completion of the deed of merger - directly and wholly-owned by WIIT and, therefore, the simplified merger procedure pursuant to Article 2505 of the Civil Code applies. The merger transaction must be approved by WIIT's board of directors pursuant to Article 2505, paragraph 2 of the Civil Code and by the Shareholders' Meeting of the Incorporated Company.

Since this is a merger by incorporation of wholly-owned companies, no shares are due to the shareholders of the Incorporated Company and, therefore, there is no requirement to determine the exchange ratio, the allocation method for the company shares, or the date from which these shares will participate in profits.

The date of efficacy of the merger will be defined in the deed of merger. As of the date of efficacy of the merger, the Company takes over all legal rights and obligations pertaining to the Incorporated Company. We note that WIIT and the Incorporated Company do not have particular share classes or holders of other types of securities. Furthermore, there are no particular advantages set out for Directors of the companies involved in the merger.

We note that WIIT and the Incorporated Company are related parties since the latter is wholly-owned by WIIT. Pursuant to Article 13 (*Exclusions*) of the "*WIIT S.p.A. Related Party Transactions Policy*", the provisions of the policy do not apply as this is a transaction carried out with or between subsidiaries; also pursuant to these provisions, the Company has not published a disclosure document regarding the merger transaction.

The Merger Proposal will be made available to the public pursuant to Article 2501-septies of the Civil Code. The merger documentation will be published within the terms and according to the procedures provided for by law and regulations, at the registered office, on WIIT's website (<https://www.wiit.cloud/it/>) and at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com).

WIIT

THE PREMIUM CLOUD

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WIIT S.p.A.

WIIT S.p.A., listed on the Euronext STAR Milan segment of the Euronext Milan market, organized 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 specializes 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).

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.clou

www.wiit.cloud

Media Relations:

Image Building

T +39 02 89011300

wiit@imagebuilding.it

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