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Vedi allegato



## NOTICE

### EXTRAORDINARY SHAREHOLDERS' MEETING OF WIIT S.P.A. APPROVES THE PROPOSAL TO STRENGTHEN INCREASED VOTING RIGHTS

#### Information regarding exercise of the right of withdrawal

On June 21, 2024, (the "**Registration Date**"), the resolution passed by the Extraordinary Shareholders' Meeting (the "**Resolution**") of WIIT S.p.A. ("**WIIT**") held on May 16, 2024 (the "**Meeting**") was registered with the Milan Companies Register. This resolution approved, among other matters, the proposed amendment to the By-Laws to strengthen the Increased Voting Rights (the "**Strengthened Increased Voting Rights**"), item 2 on the agenda of the extraordinary part.

#### Parties entitled to exercise of the right of withdrawal

WIIT shareholders who did not participate in the approval of the resolution on the Strengthened Increased Voting Rights (i.e., those shareholders who were absent, abstaining or dissenting) may exercise their right of withdrawal pursuant to Article 2437, paragraph 1, of the Civil Code, in accordance with the provisions of Article 127-*quinquies*, paragraph 8, of Legislative Decree No. 58 of February 24, 1998, as amended (the "**CFA**").

#### Liquidation value

The liquidation value of the WIIT shares (the "**Shares**") for which the right of withdrawal is exercised is Euro 17.267 per Share, determined pursuant to Article 2437-*ter*, paragraph 3, of the Civil Code.

#### Procedure to exercise the right of withdrawal

In accordance with the provisions of Article 127-*bis*, paragraph 2, of the CFA, those parties to whom Shares were registered after the deadline under Article 83-*sexies*, paragraph 2, of the CFA for eligibility to participate in the Shareholders' Meeting (i.e., after the record date of May 7, 2024), but before the beginning of the proceedings of the aforementioned Shareholders' Meeting, shall be deemed to be included among those who did not participate in the approval of the Resolution and shall therefore be entitled to exercise the right of withdrawal.

Pursuant to Article 2437-*bis* of the Civil Code, the right of withdrawal may be exercised by the eligible shareholders, for all or some of the Shares held, within fifteen calendar days of the Registration Date and, therefore, no later than July 6, 2024, by sending a statement (the "**Declaration of Withdrawal**") by (i) registered letter with return receipt to WIIT S.p.A, at the registered office in Milan, Via dei Mercanti No. 12, 20121, or (ii) certified e-mail from the PEC address [wiiit@pec.wiit.cloud](mailto:wiiit@pec.wiit.cloud). The Declaration of Withdrawal may be made using the form made available on WIIT's website ([www.wiit.cloud](http://www.wiit.cloud)), in the "Company - Governance" section.

The Declaration of Withdrawal must include (i) the shareholder's personal information, domicile and a contact telephone number for communications relating to the right of withdrawal; (ii) the number of Shares for which the right of withdrawal is being exercised; and (iii) an indication of the authorized intermediary with whom the Shares subject to the right of withdrawal are deposited (the "**Intermediary**").

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Shareholders intending to exercise the right of withdrawal must also request that the Intermediary, at the same time as it sends the Declaration of Withdrawal to WIIT, issues the communication (the "**Intermediary Communication**") pursuant to Article 43, paragraph 1, of Consob and the Bank of Italy's consolidated regulation on post-trading dated August 13, 2018, as amended, certifying: (i) the uninterrupted ownership of the Shares subject to the exercise of the right of withdrawal by the applicant from before the opening of the Shareholders' Meeting proceedings and until the time that the Intermediary Communication is issued; and (ii) the absence of lien or other encumbrances on the Shares for which the right of withdrawal is being exercised.

Where the Shares subject to withdrawal are encumbered by lien or other restrictions to third parties, the withdrawing shareholder must also attach to the Declaration of Withdrawal a statement by the secured creditor (or the party to whom the restriction relates), in which this party provides their irrevocable and unconditional consent to the releasing of the Shares from the lien and/or restriction, in addition to the liquidation of the Shares subject to withdrawal, in compliance with the instructions of the withdrawing shareholder.

Withdrawing shareholders are responsible for: (i) ensuring the completeness and correctness of the information contained in the Declaration of Withdrawal; and (ii) sending this declaration to WIIT by and not beyond July 6, 2024, as described above. WIIT assumes no responsibility in this regard. Declarations of Withdrawal sent after the aforementioned deadline, or not in accordance with the prescribed procedures, or lacking the necessary information, or not accompanied in sufficient time by the relevant Intermediary Communication, will not be taken into consideration and the right of withdrawal will not be considered validly exercised.

Pursuant to the law and regulations, the Shares for which the right of withdrawal has been exercised shall be made unavailable by the Intermediary issuing the Intermediary Communication (and are therefore neither transferable nor negotiable) from the date that the right of withdrawal is exercised and until the outcome of the liquidation proceedings or the verification of the fulfillment (in the absence of waiver) of the Resolutive Condition (as defined below).

This Resolution shall cease to be effective where the amount in cash, if any, to be paid by WIIT (the "**Withdrawal Amount**") to the withdrawing shareholders to purchase the Shares subject to withdrawal exceeds a total amount of Euro 5 million (the "**Resolutive Condition**"). In any case and for the sake of clarity, it remains understood that the Withdrawal Amount will be calculated net of the amounts due by the shareholders exercising their option and pre-emption rights pursuant to Article 2437-*quater* of the Civil Code. WIIT may in any case waive the Resolutive Condition, even if it is met.

### Liquidation of Shares for which the right to withdrawal has been exercised

Where one more WIIT Shareholders exercises the right to withdrawal, the liquidation process is carried out according to the provisions of Article 2437-*quater* of the Civil Code, as follows:

- the Shares for which the right to withdrawal is exercised shall be offered as options to other WIIT shareholders in proportion to the number of Shares held by each. The option offer period will last at least 30 days after the offer is filed with the Milan Companies Register. Alongside the exercise of the option, shareholders will also be entitled to exercise their right of first refusal on any Shares remaining unopted;
- should the shareholders not purchase all of the Shares subject to withdrawal, the Directors may offer them on the market;

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- any remaining unsold Shares shall be purchased by WIIT using available earnings and reserves.

Further information regarding the exercise of the right of withdrawal and the manner and terms of the liquidation procedure (including the number of Shares subject to withdrawal, option and pre-emption offer, in addition to the market offer) will be provided to shareholders in the manner and within the terms of the law and regulations.

Should the Resolutive Condition be met (and not be waived), the Resolution will cease to be effective. As a result, Declarations of Withdrawal will also cease to be effective, with the clarification that neither the acceptances collected as part of the offer and placement nor the purchase by WIIT will be followed up, and the Shares held by those persons who had exercised the withdrawal will continue to be held by the respective shareholders, without any payment being made to those shareholders. WIIT will inform the market whether the Resolutive Condition has been met, not met, or waived.

Milan, June 21, 2024

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