



PRESS RELEASE

The shareholders' meeting of WIIT approves the listing on the MTA (screen-based equities market)

- **Plan for admission to trading of WIIT S.p.A. shares on the MTA (screen-based equities market), organised and managed by Borsa Italiana, potentially the STAR segment, is approved**
- **The Board of Directors and the Board of Statutory Auditors for the years 2018-2020 are appointed**
- **The Board of Directors, which met after the shareholders' meeting, conferred powers to the new board and made the relevant appointments pursuant to the Corporate Governance Code**

Milan, 30 November 2018 – WIIT S.p.A. (“**WIIT**” or the “**Company**”, one of the main Italian players in the Cloud Computing services market for companies focused on providing continuous Hybrid Cloud and Hosted Private Cloud services for critical applications, announces that the ordinary shareholders' meeting held on today's date approved the plan for the admission to listing and trading of the company's ordinary shares on the MTA, organised and managed by Borsa Italiana S.p.A. and, if the conditions are satisfied, on the STAR Segment (“**MTA**”).

The shareholders' meeting appointed, effective from today's date, the new corporate bodies and, in particular:

- the new Board of Directors, composed of the following individuals: Riccardo Mazzanti (Chairman), Alessandro Cozzi, Enrico Rampin, Francesco Baroncelli, Amelia Bianchi, Riccardo Sciutto, Aldo Napoli, Dario Albarello and Annamaria Di Ruscio; and
- the new Board of Statutory Auditors, composed of the following individuals: Luca Valdameri (Chairman), Paolo Ripamonti and Nathalie Brazzelli (standing auditors); Guido Giovando and Fabrizia Pecunia (alternate auditors).

The shareholders' meeting then determined, effective from the date of the start of trading, the gross annual emolument to be paid to members of the so-called ‘Corporate Governance’ committees being appointed, (i.e. the “Appointments and Remuneration Committee” and the “Control, Risks and Related Parties Committee”), as well as approved the adoption of the regulation for the operation and conduct of shareholders' meetings.

Again effective from the date of the start of trading of WIIT shares on the MTA, the shareholders' meeting also resolved, based on the justified proposal of the Board of Statutory Auditors, to assign the nine-year audit engagement, pursuant to articles 13 and 17 of Legislative Decree 39/2010, to the company Deloitte & Touche S.p.A., at the same time approving the consensual termination of the audit engagement (effective from the trading start date) already in place with said Deloitte & Touche S.p.A.

Lastly, the shareholders' meeting approved, with effectiveness subject to the start of trading on the MTA, the authorisation for the purchase and disposal of treasury shares. The purchase authorisation is targeted at providing the Company with a stock of treasury shares to be used as consideration in the context of extraordinary finance transactions and/or for other uses considered of financial-managerial and/or strategic interest for the Company, also for the exchange of equity investments with other entities as part of transactions of interest to the Company. In particular, the purchase authorisation was granted in accordance with the limits indicated hereunder: (i) up to a maximum of 66,301 ordinary shares (corresponding to approximately 2.5% of the Company's share capital); (ii) for 18 (eighteen) months effective from the date of the start of trading on the MTA and (iii) at a purchase price for each share no lower than the official WIIT share price on the day prior to the one in which the purchase will



be made, reduced by 15%, and no higher than the official price on the day before the one on which the purchase will be made, increased by 15%. As regards the disposals of treasury shares, these may be carried out: (i) with no time limits and (ii) at a consideration that must not, nonetheless, be lower than the arithmetic mean of the official price of the shares in the five days prior to each individual sale, reduced by a maximum of 15%.

The extraordinary shareholders' meeting approved the new text of the articles of association which, subject to the start of trading on the MTA, makes provision, inter alia, for: (i) the elimination of clauses that refer or, nonetheless, are necessary, for the listing on the AIM Italia market, (ii) the power of the Board of Directors to increase the share capital, in one or more tranches, excluding the option right pursuant to articles 2443 and 2441, paragraph 4 of the Italian Civil Code, (iii) the introduction of shares with increased voting rights, (iv) some clauses relating to public purchase offers, (v) the calling of the shareholders' meeting, the participation and voting in the shareholders' meeting, (vi) the election of the directors and statutory auditors through list voting and (vii) the drafting of corporate accounting documents.

It should be noted that the new text of the articles of association, together with the document that shows the amendments with respect to the current text, can be viewed on the company's website (wiit.cloud, Investor Relations section).

Alessandro Cozzi: *"The listing on the MTA, also in light of the consolidated growth trend, will allow us to grasp the opportunities offered by the regulated market in which major investors operate, both in terms of their number and dimensions. We believe that the listing will enable the company to increase its value and visibility on the market, especially if the shares are listed on the STAR segment of the MTA. Any access to this segment would further improve the transparency of the processes of management and composition of the corporate bodies, with a view to increasingly greater alignment between the Company's interests and the market".*

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At the end of the shareholders' meeting, the Company's new Board of Directors met, which confirmed Alessandro Cozzi as the CEO, appointed Riccardo Mazzanti as the Chief Operating Officer, as well as confirmed Enrico Rampin and Francesco Baroncelli, respectively, as Chief Sales & Marketing Officer and Chief Mergers & Acquisitions.

The Board of Directors also confirmed the variable compensation (so-called MBO) for the directors vested with operating powers (i.e. Cozzi, Mazzanti, Rampin and Baroncelli), which will be calculated annually on a percentage basis with respect to the increase in the consolidated Adjusted EBITDA of the Group headed up by WIIT with respect to the previous year.

The Board of Directors, based on the declarations made by the directors and the information available to the company, also verified that the directors Riccardo Sciutto, Aldo Napoli, Dario Albarello and Annamaria Di Ruscio met the independence requirements, pursuant to art. 14 of the company's articles of association as well as the applicable legislation and the Code of Corporate Governance of listed companies promoted by the corporate governance committee of Borsa Italiana S.p.A. ("**Code of Corporate Governance**"). The CVs of the directors and the information relating to the list they were taken from can be consulted on the Company's website (wiit.cloud, Investor Relations section).

The Board also resolved to comply with the Code of Corporate Governance and, in execution of said compliance, inter alia, and with effectiveness subject to the start of trading on the MTA:

- appointed the following directors to the "Appointments and Remuneration Committee": Riccardo Sciutto (Chairman), Dario Albarello and Annamaria Di Ruscio;
- appointed the following directors to the "Control, Risks and Related Parties Committee": Dario Albarello (Chairman), Aldo Napoli and Riccardo Sciutto;



- identified CEO Alessandro Cozzi as the director in charge of the internal control and risk management system, also delegating him with the task of identifying the head of the internal audit department, whose appointment will be made at a later board meeting;

- confirmed Stefano Pasotto as the head of the "Investor Relations" department.

Lastly, the Board of Directors appointed, effective from the date of the start of trading of WIIT's ordinary shares on the MTA, Stefano Pasotto, CFO of the WIIT Group, as the manager in charge of drafting the company's accounting documents.

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WIIT S.p.A.

WIIT S.p.A., a company listed on the AIM Italia / Mercato Alternativo del Capitale (WIIT.MI) market organized and operated by Borsa Italiana S.p.A, is one of Italy's leading players in the Cloud Computing market and, in particular, in the sectors of the Hybrid Cloud and of the Hosted Private Cloud for businesses. It is focused and specialized in Hosted Private and Hybrid Cloud services for businesses requiring the management of critical applications and business continuity, and runs all the leading international application platforms (SAP, Oracle, and Microsoft) with an end-to-end approach. WIIT operates proprietary data centres; its main one is "Tier IV" certified by UptimeInstitute LLC in Seattle (United States) – the highest level of reliability – and, with particular reference to SAP, is among the world's most-certified SAP partners. For more information, visit the Company's website (<http://www.wiit.cloud/>).

Press contacts

Barabino&Partners
Tel. 02 72023535
Stefania Bassi
s.bassi@barabino.it
Mob. 335 6282 667
Pietro Cavallera
p.cavallera@barabino.it
Mob. 338 93 50 534

Nominated Adviser (Nomad)

Advance SIM S.p.A.
Piazza Cavour 3
20121 Milano
T +39 02 3657 4590
nomad@advancesim.it
www.advancesim.it