



PRESS RELEASE

Merger by incorporation of the subsidiary Foster S.r.l. into WIIT S.p.A.

2019-2021 LTI incentive plan

Milan, June 19, 2019 – WIIT S.p.A. ("**WIIT**" or the "**company**"), a leading Italian player in the Cloud Computing market of enterprises demanding uninterrupted Hybrid Cloud and Hosted Private Cloud services for critical applications, announces that the Board of Directors today approved the merger by incorporation of the subsidiary Foster S.r.l. ("**Foster**"), a company wholly-owned by WIIT.

The merger shall be executed subsequent to the conclusion of the period for any presentations of opposition from creditors as per Article 2503 of the civil code. The effects of the merger shall run, as per Article 2504-bis, second paragraph of the civil code, from the date of the last filings as per Article 2504 of the civil code. From that date, WIIT – as the incorporating company – will sub-enter into all legal relationships in which Foster is involved (as the incorporated company). The accounting and tax effects of the merger run from January 1, 2019, as permitted by Article 172 of Presidential Decree 917/86.

For further details on the merger, reference should be made to the documentation already published on the company website (<http://www.wiit.cloud/>).

At today's meeting, the Board of Directors of WIIT, on the proposal of the Appointments and Remuneration Committee, also approved a medium-long-term incentive plan (the "**Incentive plan**"). The Incentive plan is based on the incentive system guidelines approved on the transfer to the main market of the stock exchange, in line with the Stock Exchange Regulation and the Self-Governance Code, and shall be submitted for approval by the Shareholders' Meeting. The executive directors with special powers and the senior executives are the beneficiaries of the Incentive plan, as identified by the Board of Directors upon proposal of the Appointments and Remuneration Committee.

The incentive provided for in the Plan is of a monetary nature and is determined in relation to the achievement of specific performance objectives for the three-year period 2019-2021. The performance objectives over the three-year plan period are linked, in part, to the earnings-financial objectives (particularly EBITDA and consolidated revenues) and, in part, to the WIIT share performance against the STAR index over the same period.

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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 Italian 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" certified by the Uptime Institute LLC of Seattle (United States), the highest reliability level attainable, while also among the most certified SAP partners globally. For further details, reference should be made to the company website ([wiit.cloud](http://www.wiit.cloud/)).



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