

WIIT S.P.A. SHAREHOLDER COMMUNICATION POLICY

**WIIT**

THE PREMIUM CLOUD

## 1. WIIT S.P.A. SHAREHOLDER COMMUNICATION POLICY

This Shareholder Communication Policy of WIIT S.p.A. (the "**Policy**") was adopted by the Board of Directors of WIIT S.p.A. ("**WIIT**" or the "**Company**" or the "**Issuer**") at the Board meeting held on March 11, 2025, upon the proposal of its Chairperson, and in agreement with the Chief Executive Officer, in compliance with Principle IV and Recommendation No. 3 of the Corporate Governance Code for Listed Companies approved by the Corporate Governance Committee promoted by Borsa Italiana S.p.A. (the "**Code**"), with which the Company complies.

This Policy is intended to govern the manner of engagement and communication with the Company's shareholders and other relevant stakeholders (each a "**Shareholder**" and, together, the "**Shareholders**"), both current and potential. Its objective is, *inter alia*, to enhance the exchange of information and improve the level of mutual understanding between investors and the Company, in compliance with the provisions contained in Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 ("**MAR**") and its implementing provisions on the management and public disclosure of "inside information" as well as the provisions of WIIT S.p.A.'s "Inside Information Procedure";

This document constitutes an integral part of the Issuer's set of internal regulations and, to the extent not expressly regulated herein, is governed by the laws, regulations and By-Laws from time to time in force and applicable, to which reference should be made.

This Policy is published on the Company's website [www.wiit.cloud](http://www.wiit.cloud) and becomes effective upon its approval.

## 2. PRINCIPLES AND OBJECTIVES OF THE POLICY

WIIT's Board of Directors, while considering that the Company already has an ongoing, open and constructive dialogue with Shareholders and the market in general, welcomes and promotes the greater involvement of Shareholders and believes that it is in the best interest of the Company and Shareholders to maintain and implement an open, transparent, periodic and constructive dialogue with Shareholders (the "**Dialogue**"), to enable and encourage the exchange of ideas and foster the generation of value in the medium to long term.

In particular, WIIT considers the two-way interaction between the Company and its Shareholders to be of paramount importance:

- to help the Board of Directors understand the opinions, expectations and perceptions of Shareholders on issues pertaining to corporate governance, social and environmental sustainability, and its strategic development with a view to the sustainable success of the Company and its Group (the "**Group**"), so that they can be considered in the performance of their duties;
- to establish and maintain channels for communication and additional contribution to the Shareholders' Meeting that, without prejudice to the powers of the Shareholders in that forum, allow for greater involvement of Shareholders in the activities of the Company;
- to increase the level of understanding by Shareholders and investors on the strategy of the Company and the Group, the results reported, and all aspects, both financial and non-financial, relevant to investment choices and the informed exercise of social rights;

all in compliance with the legislation, including regulations, in force, of equal

treatment in the recognition and exercise of the rights of all Shareholders who are in the same situation, and appropriate measures to ensure transparency, correctness, timeliness and symmetry in the dissemination of information and to avoid the disclosure of information that could harm the corporate interest.

In summary, this Policy is aimed at fostering the stability of Shareholders' investments and the sustainable success of the Company through a greater understanding of the Company's objectives by shareholders, as well as promoting communication that helps align Shareholders' interests with those of the Company.

### **3. PARTIES RESPONSIBLE FOR APPROVING AND IMPLEMENTING THE POLICY**

The main parties responsible for the approval and implementation of the Policy within the Issuer are (according to their respective duties, established in this document in accordance with the recommendations set forth in the Code):

- a. the Board of Directors;
- b. the Chief Executive Officer;
- c. the Chairperson of the Board of Directors;
- d. the Investor Relator.

With regard to the functions assigned to the Board of Directors under the Policy, the Board:

- upon the proposal of the Chairperson, and in agreement with the Chief Executive Officer, adopts, disseminates, implements, updates and modifies this Policy, also taking into account best practice and the engagement policies adopted by institutional investors and asset managers;
- describes the Policy in the Corporate Governance and Ownership Structure Report, in line with the recommendations contained in the applicable format;
- receives, from the Chairperson and the Chief Executive Officer, information on the progress and developments of Dialogue with the Shareholders and, based on the information received, adopts any measures deemed appropriate to strengthen and improve relations with them;
- approves the main corporate documents (including, by way of example, the periodic financial reports, the Sustainability Statement, the Corporate Governance and Ownership Structure Report, the Remuneration Policy and Report, reports on the items on the Agenda of Shareholders' Meetings, etc.), which represent one of the main channels of communication with the Company's current and potential Shareholders;
- identifies the Company's Investor Relations Manager, if a replacement is needed.

With regard to the management of the Dialogue with Shareholders, the Chief Executive Officer:

- shares with the Chairperson of the Board of Directors the principles and criteria by which it must be guided in order to enable the preparation of the Policy and any related updates or amendments;
- after consultation with the Board of Directors, defines the Policy and any updates or amendments thereto, drawing on the support of the Investor Relator where appropriate, and submits it to the Chairperson of the Board of Directors;
- regularly monitors the need to update the Policy and, in the event of changes in applicable laws or regulations, or specific requests from Supervisory Authorities,

defines the draft document to update or amend the Policy and submits it to the Chairperson of the Board of Directors;

- assists the Chairperson of the Board of Directors in submitting proposals for approval and/or amendment and update of the Policy to the Company's Board;
- handles relations with Shareholders and manages the Dialogue, defining the manner and timeframe, as well as identifying from among the Company's Directors and/or managers those participants in the Dialogue with the most suitable knowledge and skills to provide information relevant to the matters covered by the Dialogue;
- reports to the Board of Directors, together with the Chairperson of the Board of Directors, at the first possible meeting, on the development and significant matters of the Dialogue held with them;

With regard to the Shareholder Dialogue, the Chairperson of the Board of Directors:

- shares with the Chief Executive Officer the principles and criteria by which it must be guided in order to enable the preparation of the draft Policy and related updates or amendments;
- checks the adequacy and completeness of the draft Policy prepared by the Chief Executive Officer and, if in agreement with its contents, submits it to the Board of Directors for approval;
- in coordination with the Chief Executive Officer, ensures that the Board of Directors is always informed of the development and results of the Dialogue that has taken place with the Shareholders;
- together with the Chief Executive Officer, submits proposals for amendments and updates to the Policy to the Board of Directors.

With respect to the Shareholder Dialogue, the Investor Relator:

- receives, collects and processes Dialogue requests from Shareholders interested in undertaking Dialogue with the Company, reporting promptly to the Chief Executive Officer;
- supports the Chief Executive Officer in preparing the draft Policy and any related updates or amendments;
- coordinates, where necessary, with the Company's internal functions in order to carry out, in response to requests received from Shareholders, an adequate preliminary investigation aimed at gathering the necessary and/or appropriate information;
- is informed in a timely manner by Directors who should receive a request for a meeting or information from Shareholders and in turn involves the Chief Executive Officer so that the provisions of the Policy are implemented;
- supports the Chief Executive Officer in managing and organizing events, meetings and conference calls with institutional investors, shareholders and financial analysts, and in selecting and assessing which conferences and meetings organized by Borsa Italiana and/or external brokers to attend;
- supports the Chief Executive Officer in identifying and presenting the main performance drivers and messages to be communicated to the market and the financial community, oversees the preparation of presentations to analysts and investors on the Company and/or Group's interim results;
- organizes and supports the disclosure to the public of regulated information,

including inside information, by means of its transmission (i) to the system for the dissemination of regulated information ("SDIR") chosen by the Company from among those authorized by Consob, in compliance with the technical procedures imposed by the system operator and with the applicable regulations, and (ii) to the storage mechanism chosen by the Company from among those authorized by Consob, in compliance with the procedures imposed by the storage mechanism operator and with the applicable regulations, and performs the additional duties delegated to it by the "WIIT S.p.A. Inside Information Procedure".

#### **4. COMMUNICATION CHANNELS**

##### SHAREHOLDERS' MEETING

The Board of Directors encourages shareholders to participate in the Company's Shareholders' Meetings, as these are the main channel for Shareholders to participate in the Company's affairs.

In order to ensure adequate disclosure to its Shareholders for the informed exercise of their respective voting rights, the Board of Directors:

- publishes a report on each of the items on the Agenda, providing the information necessary for Shareholders to exercise their voting rights in an informed manner. This information is made available to the public within the legally established deadlines at the Company's registered office, on the Company's website, and by the other means provided for by applicable regulations;
- clearly defines and illustrates in the Shareholders' Meeting call notice the procedures for attending and voting at the Meeting, providing a special proxy form for Shareholder use on the Company's website;
- clearly defines and illustrates in the Shareholders' Meeting call notice the procedures and any useful information for the exercise of the right of Shareholders holding, including jointly, at least one fortieth of the share capital to request additions to the list of items to be discussed or to submit further motions on items already on the Agenda;
- clearly defines and illustrates in the Shareholders' Meeting call notice the procedures and any useful information for the exercise of the Shareholders' right to propose questions on the items on the Agenda (also before the Meeting);
- provides Shareholders with the broadest and most comprehensive response to questions received within the terms of the law and/or formulated directly at the Meeting;
- in selecting the place, date and time for Shareholders' Meetings, as well as in drawing up the Agenda, it keeps in mind the objective of making attendance and voting at Shareholders' Meetings as easy as possible.

##### CORPORATE GOVERNANCE DOCUMENTS AND FINANCIAL REPORTS

The Company periodically informs Shareholders on the Company's operating performance through the authorized storage mechanism of its choice (from those authorized by Consob) and via its institutional website [www.wiit.cloud](http://www.wiit.cloud). It does this through:

- the publication, according to the terms required by the law and applicable regulations, of the Annual Financial Report, which includes, *inter alia*, the Statutory Financial Statements, the Consolidated Financial Statements and the Directors' Report, in addition to the reports drawn up by the independent audit firm and the Board of Statutory Auditors. The key financial highlights for the period

are promptly issued to the market following their approval by the Board of Directors;

- the publication, according to the terms required by the law and applicable regulations, of the Half-Year Consolidated Financial Report, which includes, *inter alia*, the Condensed Half-Year Financial Statements and the Interim Directors' Report, in addition to the independent audit firm's report on the Condensed Half-Year Financial Statements. The key financial highlights for the period are promptly issued to the market following their approval by the Board of Directors;
- the publication, according to the terms required by the law and applicable regulations, of additional consolidated periodic financial reports at March 31 and September 30, for as long as the Company qualifies as a STAR issuer. The key financial highlights for the period are promptly issued to the market following their approval by the Board of Directors;

In addition to the periodic financial disclosure, each year the Board of Directors provides updated information regarding the Company's corporate governance, as well as regarding the remuneration policies adopted, through the Corporate Governance and Ownership Structure Report (pursuant to Article 123-bis of Legislative Decree No. 58/1998 and in strict compliance with the recommendations contained in the format prepared by Borsa Italiana), the Remuneration Policy and Report (pursuant to Article 123-ter of Legislative Decree No. 58/1998 and in strict compliance with the applicable regulatory provisions) and any other document whose publication is required by the legislation in force from time to time.

WIIT also publishes the annual Sustainability Statement, which describes in a transparent and clear manner the results of an economic, social and environmental nature, reporting upon the Company's commitment to sustainable development that seeks to create value not only for itself, but also for all Shareholders.

In addition, the Company makes available on its website ([www.wiit.cloud](http://www.wiit.cloud), in the *Company/ Investor Relations* section) any information concerning the Issuer that is relevant to its Shareholders.

#### PRESS RELEASES

The Company promptly updates the market on the occasion of, *inter alia*, the Board of Directors' approval of periodic financial reports, quarterly key figures and corporate transactions within the remit of the Board of Directors (mergers, demergers, capital reductions, amendments to the By-Laws, etc.) by means of dedicated press releases. These must be prepared - by the Investor Relations Office - and published through the regulated information system chosen by the Company among those authorized by Consob, to the storage mechanism chosen by the Company among those authorized by Consob, as well as on the Company's website ([www.wiit.cloud](http://www.wiit.cloud)).

#### MEETINGS WITH SHAREHOLDERS AND THE FINANCIAL COMMUNITY

WIIT facilitates and encourages periodic meetings with Shareholders and investors, particularly when approving periodic (annual and semi-annual) financial reports and key figures for the first and third quarters of each financial year and, where appropriate, when approving significant corporate transactions. As a rule, WIIT ensures at least four regular meetings in each fiscal year with Shareholders and the financial community through conference calls, corresponding with the publication of annual and semi-annual financial data and additional periodic financial reports. At these meetings, the Chief Executive Officer, the Investor Relator and the Chief Financial Officer attend on behalf of the Company.

The Company undertakes to ensure such meetings are managed in compliance with the principle of information symmetry among Shareholders, subject to the provisions of Article 17 of the MAR, Consob Guidelines on the management of inside information and WIIT S.p.A.'s "Inside Information Procedure".

The Company also assesses whether to organize additional meetings (collective or bilateral) with Shareholders and investors during the year, as well as meetings with the entire financial community ("Capital Market Days", including the annual Euronext STAR Conference) at its own premises and at third-party premises.

Meetings may also be arranged upon written request by a Shareholder who wishes to initiate a Dialogue with the Board of Directors.

The Shareholder should send a request in writing to the Investor Relations Office, at the contact details given on the Company's website ([www.wiit.cloud](http://www.wiit.cloud)). The IR shall - after preliminary assessment - promptly inform the Chief Executive Officer with respect to any request made pursuant to the section "Meetings with Shareholders and the Financial Community".

The request must contain:

- a) the topics to be addressed in the Dialogue with the Board of Directors;
- b) the reasons why Dialogue with the Board of Directors is deemed necessary;
- c) the individuals who, on behalf of the Shareholder requesting the Dialogue with the Board of Directors, intend to participate in the Dialogue with the Board of Directors, specifying the role they play within the Shareholder's organization and the relevant contact details.

In assessing whether a request for Dialogue with the Board should be granted or denied, and in determining how to do so, the Chief Executive Officer prioritizes the best interests of the Company at all times and considers, among others, the following criteria:

- a) previous instances of other forms of Dialogue with the Board of Directors on the same topics, and the information already issued by the Company;
- b) the potential interest of the topic to a greater or lesser number of Shareholders of a particular type, where necessary also taking into account the number of requests received on the same topic, including in the **past**;
- c)
- d) the discussion and outcome of votes at previous Meetings;
- e) the existence of any conflicts of interest, even potentially, between Shareholders and the Company; and
- f) the actual relevance of the Dialogue and its foreseeable usefulness, also with a view to creating value over the medium to long term, and the possibility of establishing constructive Dialogue;
- g) the foreseeable approach of Shareholders regarding the topics to be discussed in the Dialogue with the Board of Directors.

The Chief Executive Officer, on the basis of the aforementioned criteria, assesses whether to accept or reject a request for Dialogue with the Board of Directors received from a Shareholder.

Where the Chief Executive Officer intends to reject a request for Dialogue with the Board of Directors, s/he must notify the Shareholder within a reasonable timeframe and informs the Board of Directors at the next Board meeting following the rejection.

**Commentato [KS1]:** Manca qualcosa al punto c) o e da cancellare? (vedi anche .doc italiano)

If the Chief Executive Officer intends to grant the request for Dialogue, the Board of Directors shall:

- a. determine the manner in which the Dialogue will be conducted (by way of example, determine whether the Dialogue will take place by holding meetings bilaterally - providing for the participation in the meetings of only one Shareholder at a time - or collectively);
- b. identify the Directors and/or any other individuals inside or outside the Company who may attend the meeting in order to effectively manage the Dialogue with the Board of Directors;
- c. guarantee the most appropriate measures to protect any inside information in accordance with the Law and/or information for which a relevant information list has been opened and/or information which in any case could be considered as inside information and/or information which by its nature or for legal or contractual obligations is confidential (the "**Sensitive Information**") that may be contained in the Dialogue with the Board of Directors, all in compliance with the applicable provisions of the law and regulations;
- d. undertake to ensure that the form of feedback to the Shareholder's request is provided within an appropriate timeframe in relation to current regulations and the operational needs of the Company.

In carrying out these activities, the Chief Executive Officer may enlist the support of the Chief Financial Officer and the Investor Relations Office.

Should a Director directly receive a request for Dialogue with the Board, the Director shall promptly notify the Investor Relator, who shall in turn notify the Chief Executive Officer.

During the meeting, the only issues that may be dealt with are those indicated by the Shareholders in the request sent to and accepted by the Company. Should further topics be introduced, the meeting may be suspended in order to carry out any further investigation, or terminated, without any obligation to continue the Dialogue.

Information is provided to Shareholders in compliance with the applicable provisions of the law and regulations, including with reference to prohibitions on selective disclosure of Sensitive Information and equal treatment and, in general, regulations on the prevention of market abuse and the dissemination of inside information.

#### INVESTOR RELATIONS OFFICE

The Company has established an internal Investor Relations function, assisted by an external consultant.

Shareholders may submit questions and requests for clarification and information by contacting the Investor Relations Office at the following addresses, which are also published on the Company's website in the *Investor* section: e-mail [ir@wiit.cloud](mailto:ir@wiit.cloud) - address Investor Relations Office WIIT S.p.A., Via dei Mercanti, 12, 20121 Milan (MI). All appropriate requests made by Shareholders will be responded to in a timely manner, taking into account their complexity and number, in accordance with the general principles set forth in this Policy, the provisions contained in the internal Inside Information Procedure and the relevant regulations in force for listed companies.