

## SHAREHOLDER' MEETING REGULATION

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**WIIT SpA**  
Registered Office and Headquarters  
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## SECTION I

### PRELIMINARY PROVISIONS

#### Article 1

##### Scope of application

- 1.1 This Regulation (the “**Regulation**”) governs the undertaking of the Ordinary and Extraordinary Shareholders’ Meetings of WIIT S.p.A. (the “**Company**”).
- 1.2 The Regulation shall be applied in the moment and for the period in which ordinary shares and other existing classes of shares in the Company are admitted for trading on a regulated market within the European Union.
- 1.3 The Regulation, approved by the Ordinary Shareholders’ Meeting of the Company on November 30, 2018 and most recently updated on April 29, 2025, is available to shareholders and other entitled persons at the registered office of the Company and in places where the Shareholders’ Meetings are held. The Regulation is also available on the website of the Company, [www.wiit.cloud](http://www.wiit.cloud).
- 1.4 Where the Board of Directors provides in the Shareholders’ Meeting call notice, pursuant to the provisions of Article 11.2 of the Company’s By-Laws, that attendance and exercise of voting rights at the Shareholders’ Meeting by those entitled to attend will take place exclusively through the granting of proxy (or sub-proxy) to the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998, as amended and supplemented, the Shareholders’ Meeting must apply the *pro tempore* regulatory provisions in force.

## SECTION II

### CONSTITUTION OF SHAREHOLDERS’ MEETINGS

#### Article 2

##### Intervention, participation and attendance at shareholders’ meetings

- 2.1 Among the parties that may intervene in Shareholders’ Meetings are those entitled by law or by the Company’s By-Laws (the “**By-Laws**”).
- 2.2 Representation by proxy is permitted under the By-Laws and other applicable laws and regulations.
- 2.3 Members of the Board of Directors and of the Board of Statutory Auditors of the Company are entitled to participate at Shareholders’ Meetings.
- 2.4 With the consent of the Chairperson of the Shareholders’ Meeting (the “**Chairperson**”) and in the manner determined by the former, representatives of the party appointed to audit the accounts of the Company, employees of the company, members of the administrative and control boards and/or employees of Group companies, consultants, experts and other persons whose presence is deemed useful by the Chairperson with regard to the matters to be considered or for the performance of the work of the Shareholders’ Meetings, may be present at the meeting, although

they shall not have the capacity to take the floor unless specifically authorized by the Chairperson.

- 2.5 With the consent of the Chairperson and in the manner determined by the former, for the performance of, among other matters, the functions envisaged by the following articles of the Regulation, auxiliary staff, non-shareholder tellers, any secretarial assistants and the notary (as defined below), as per paragraph 4.2 below, may be present at the meeting, although they shall not have the capacity to take the floor unless specifically authorized by the Chairperson.
- 2.6 With the consent of the Chairperson and in the manner determined by the former, experts and financial analysts, representatives of the economic and financial community, journalists accredited for each Shareholders' meeting by Italian or foreign daily or periodic publications or by Italian or foreign radio or television networks, may be present at the meeting, although they shall not have the capacity to take the floor. Accreditation and requests for participation must reach the Company by no later than 6 PM on the second working day before the date of the Shareholders' Meeting. The persons referred to in this paragraph and previously identified may access the place of the Shareholders' meeting with appropriate identification and shall take a place in the space specifically reserved for them.

### **Article 3**

#### **Verification of the right to presence and attendance at Shareholders' Meetings and access to and exit from the place of the meetings.**

- 3.1 Personal identification and verification of the right to presence and attendance of a Shareholders' Meeting shall be performed at the place of the meeting at least one hour before the time fixed for the meeting, unless otherwise stated in the formal notice of the meeting, without any prejudice to the competence of the Chairperson in relation to the verification of the right to presence, intervention and voting.
- 3.2 Those entitled to intervene at the meeting in accordance with paragraphs 2.1 and 2.2 above, must present to the Auxiliary Staff appointed by the Company (the "**Auxiliary Staff**") at the entrance to the meeting premises an official personal identification document and any relevant admission documentation in accordance with the provisions of the formal notice of the meeting, of the By-Laws and of the provisions of applicable laws and regulations. At the entrance to the Shareholders' Meeting, the Auxiliary Staff shall give, to those authorized, a special participation/voting card or other, also electronic, instrument to be kept for the duration of the meeting and valid for the purposes of voting, to be inspected and shown on request, without any prejudice to the competence of the Chairperson in relation to the verification of the right to presence, intervention and voting.
- 3.3 Persons entitled to participate in or be present at the meeting in accordance with paragraphs 2.4, 2.5 and 2.6 above, must present to the Auxiliary Staff at the entrance to the meeting premises an official personal identification document and any relevant admission documentation. At the entrance to the Shareholders' Meeting, the Auxiliary Staff shall give, to those authorized, a special identification badge to be inspected and shown on request, without any prejudice to the competence of the Chairperson in relation to the verification of the right to presence and intervention in the Shareholders' Meeting.

- 3.4 If attendees, for whatever reason, wish to leave the premises where the meeting is being held, they must inform the Auxiliary Staff and return their participation/voting card or, also electronic, instrument, or identification badge. Any return to the meeting premises must also be reported to the Auxiliary Staff who shall return the participation/voting or other, also electronic, instrument or identification badge.
- 3.5 In order to facilitate verification of their representative powers, those who intervene in the meeting as legal or voluntary representatives of shareholders and other holders of voting rights may in advance submit documentation proving such powers to the Secretary of the Company in any manner specified in the formal notice of the meeting, without any prejudice to the competence of the Chairperson in relation to the verification of the right to presence, intervention and voting.
- 3.6 At the meeting premises, unless otherwise decided by the Chairperson, the use of cameras, video or sound recorders or similar recording devices of any kind, including mobile phones or other equipment, of any nature, enabling communication, recording or storage of images (still or moving) or sounds is prohibited. In authorizing any use of these appliances, instruments or devices, the Chairperson shall determine specific use conditions and limitations. In particular, the Chairperson may decide that the proceedings of the Shareholders' Meeting be subject to audio or video recordings for transmission or projection to premises linked by a closed-loop system in order to provide support for the preparation of responses and the preparation of meeting minutes in compliance with applicable legal and regulatory provisions.

#### **Article 4**

##### **Chairperson, Secretary, Notary and Auxiliary Staff**

- 4.1 At the time specified in the formal notice of the Shareholders' Meeting, the role of Chairperson is assumed by the person indicated by the By-Laws, or, in case of absence or impediment, by a person appointed at the meeting by a majority of votes.
- 4.2 The Chairperson is assisted by a Secretary (hereinafter referred to as the "**Secretary**"), who may also be a non-shareholder, appointed in accordance with the provisions of law and the By-Laws. The Secretary shall assist the Chairperson in the preparation of the meeting minutes to be signed by both the Chairperson and the Secretary. When required by law, or when deemed opportune by the Chairperson, meeting minutes are to be prepared by a Notary (hereinafter referred to as the "**Notary**"), appointed in accordance with the provisions of law and the By-Laws. With the consent of the Chairperson, the Secretary and the Notary may appoint assistants and use recording devices only as personal aids for the preparation of the minutes.
- 4.3 The Chairperson may appoint one or more tellers, who need not be shareholders, and establish a chair's staff.
- 4.4 The Chairperson may call for assistance from the persons authorized to participate or be present at the Shareholders' Meeting and may instruct them to inform the meeting of items on the agenda and to reply to questions regarding specific matters.
- 4.5 The Chairperson, in order to maintain order and avail themselves of the necessary technical support, may make use of the Auxiliary Staff specially appointed and provided with identification badges.

4.6 The Chairperson, also upon notice by the Auxiliary Staff, shall settle any dispute in relation to the right to presence, intervention and voting at the Shareholders' Meeting.

**Article 5**  
**Constitution of the shareholders' meeting and opening of proceedings**

- 5.1 The Chairperson shall establish, making use of the Auxiliary Staff and any other assistants specially appointed by the Chairperson, the identity of attendees, the regularity of proxies, the right of attendees to participate in the Shareholders' Meeting and the regular constitution of the meeting. The outcome of such verification, as referred to in this paragraph and in paragraph 5.5 below, shall be recorded in the meeting minutes.
- 5.2 The Chairperson shall announce the number of shareholders and other holders of voting rights present or represented, specifying exactly the number with voting rights and the number that are attendees by proxy, or other form of representation. Under the direction of the Chairperson, an attendance sheet shall be prepared that identifies all participant holders of voting rights relating to the Company's shares, specifying the number of shares and votes represented by each. The Chairperson, before addressing the matters on the agenda, shall inform the Shareholders' Meeting of the participation and attendance of persons referred to in paragraphs 2.3, 2.4, 2.5 and 2.6 above.
- 5.3 The Chairperson, having ascertained that the meeting is duly constituted and having informed the attendees of the capital percentage present or represented, shall declare the meeting open and proceed to give notice of the agenda. Possible interventions of the shareholders relating to the convening and constitution of the Shareholders' Meeting are limited at this stage. As a rule, and unless otherwise decided by the Chairperson, previously filed Shareholders' Meetings documentation available to interested parties in accordance with law is not read out.
- 5.4 If the percentage necessary for the constitution of the Shareholders' Meeting is not reached, the Chairperson, not before sixty (60) minutes have elapsed from the time appointed for holding the meeting, shall give notice to the attendees indicating the capital percentage present or represented and adjourn the discussion of agenda matters to the next meeting, if any is scheduled.
- 5.5 The Chairperson, during the Shareholders' Meeting, determines, on a case-by-case basis with regard to the matters on the agenda, the right of attendees to participate in the discussion and vote on specific items.

**SECTION III**

**DISCUSSION**

**Article 6**  
**Agenda**

6.1 Usually, and unless otherwise determined by the Chairperson, the Chairperson or, at his or her invitation, members of the Board of Directors or the Board of Statutory Auditors of the Company and any assistants appointed in accordance with the above Articles 2 and 4 shall introduce and illustrate the matters on the agenda and the proposals put forward for approval by the Shareholders' Meeting.



- 6.2 In the discussion of such matters and proposals, the Chairperson may follow a different order of consideration from that stated in the formal notice of the meeting and may call for some or all of the matters on the agenda to be discussed together.

### **Article 7** **Interventions in the discussion**

- 7.1 The Chairperson shall conduct the discussion, giving the floor to all those attendees who are entitled to vote and who have requested to speak. The Chairperson shall intervene in order to avoid any abuse or disturbance to the proper, regular and orderly conduct of the Shareholders' Meeting.
- 7.2 During the discussion, those having the right to vote may take the floor only once in order to make observations and request information. The persons entitled to exercise voting rights may also formulate proposals on the agenda as further specified in Article 10.
- 7.3 Those who intend to take the floor must address their request to do so to the Chairperson or, on the indication of the Chairperson, to the Secretary, to the Notary or to the chair's staff. In order to ensure proper, regular and orderly conduct of the meeting, the Chairperson has the power to determine, at the opening of or during the discussion of individual matters, a period of time for submission of requests for intervention, which, in any case, may not be made before the introduction of the agenda matter to which the request refers and after discussion of that matter has been declared closed. The Chairperson, usually, gives the floor in chronological order of receipt of requests. If two or more requests are made simultaneously, the Chairperson, usually, gives the floor according to the alphabetical order of surnames.
- 7.4 The Chairperson may authorize requests for the floor indicated by a show of hands; in which case the Chairperson, usually, gives the floor according to the alphabetical order of surnames.
- 7.5 Members of the Board of Directors and of the Board of Statutory Auditors of the Company are entitled to participate in the discussion.
- 7.6 The persons referred to in paragraphs 2.3, 2.4 and 2.5 may take the floor only when deemed opportune by the Chairperson in relation to the matter to be considered.

### **Article 8** **Duration of the discussion**

- 8.1 The Chairperson, taking into account the nature and importance of the individual matters on the agenda, the number of those requesting the floor and other circumstances deemed relevant, may determine the period of time, of generally no more than five (5) minutes, available to each speaker to make an intervention, in order to ensure the smooth, regular and orderly conduct of the meeting and the conclusion of its business in one sitting.
- 8.2 Before the conclusion of the time given for any intervention, the Chairperson may invite the speaker to conclude quickly, making use of a specific visual and/or audible warning, or may permit, if deemed useful or necessary, an extension of the time given for the intervention.

**Article 9**  
**Responses and replies**

- 9.1 The Chairperson, or, at his or her invitation, members of the Board of Directors or the Board of Statutory Auditors of the Company and any assistants appointed in accordance with the above Articles 2 and 4 shall respond to those who have taken the floor at the end of each intervention or after all interventions relating to a single matter on the agenda, or also after the conclusion of the joint consideration of two or more or all of the matters on the agenda, as deemed opportune by the Chairperson. This is however subject to Article 127-ter of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented.
- 9.2 The Chairperson maintains the right not to respond to questions regarding issues unrelated to the agenda or where a response is not permitted by applicable law or regulations.
- 9.3 Persons entitled to vote in accordance with law and the By-Laws who have already intervened in the discussion may request to speak briefly a second time for a duration generally no longer than 3 (three) minutes, also to perform any explanations of vote. The previous paragraph 8.2 also applies to responses.

**Article 10**  
**Interruption and adjournment of a Shareholders' Meeting**

- 10.1 During the meeting, if the Chairperson considers it opportune (including, for example and without limitation, in order to prepare responses to interventions) and if the relative quorum of the Shareholders' Meeting do not object, the Chairperson, stating reasons, may suspend the proceedings for a period generally no longer than 3 (three) hours.
- 10.2 The proceedings of the Shareholders' Meeting generally take place in a single sitting. Subject to the provisions of Article 2374 of the Civil Code, the Shareholders' Meeting, by the relative quorum, may decide to adjourn the proceedings, establishing a place, date and time for continuation of the proceedings within a term that may also be greater than 5 (five) days provided that there are sufficient reasons for doing so and, in any case, that is no longer than 30 (thirty) days.

**Article 11**  
**Powers of the Chairperson**

- 11.1 The Chairperson is responsible for maintaining order during the Shareholders' Meeting and for curbing abuses and disturbances in order to ensure the proper, regular and orderly conduct of the meeting and to allow the exercising of the rights of attendees.
- 11.2 Subject to legal limitations, for the purposes referred to in paragraph 12.1 above, and unless attendees object with the relative quorum, the Chairperson may deny the floor to a party:
- a) If that party speaks without the right to do so or continues to speak after the maximum time predetermined by the Chairperson;
  - b) After issuing a warning, if that party continues to speak of matters not evidently relevant to the matter under discussion at that moment;

- c) In all cases in which such party makes statements or assumes behaviors that are inappropriate or abusive, in cases of any threats or incitement to violence or disorder and in other cases of disturbance, excess or abuse.
- 11.3 In cases in which one or more attendees prevent others from participating in the discussion or by their behavior create a situation of evident obstacle to the proper, regular and orderly conduct of the Shareholders' Meeting, the Chairperson shall warn the perpetrators to desist from such behavior and shall call them to order and observance of the Regulation. If such action by the Chairperson is in vain, the Chairperson, unless opposed by the relative quorum of the Shareholders' Meeting, may, within legal limits, see to the removal from the meeting premises, for the entire duration of the discussion, of the previously warned persons, making use of the Auxiliary Staff for such purposes where necessary.
- 11.4 In addition to the provisions of the Regulation, the Chairperson may take any action deemed necessary to ensure the proper, regular and orderly conduct of the meeting and to allow the exercising of the rights of attendees, in compliance with applicable law and regulations.

**Article 12**  
**Termination of the discussion**

- 12.1 Once all interventions have been made and any responses and replies given, the Chairperson shall declare the discussion on individual matters on the agenda to be terminated.

**SECTION IV**

**VOTING**

**Article 13**  
**Preliminary procedure**

- 13.1 Before commencing the voting procedures, the Chairperson shall re-admit to the meeting the parties that have been removed in accordance with paragraph 11.3 above. In the case in which the persons for whom the floor has been denied and/or persons re-admitted to the Shareholders' Meeting for voting after their exclusion from the discussion and/or other persons, still continue to impede the correct undertaking of business, the Chairperson may again deny them the floor or, without right to recourse, exclude them from voting.
- 13.2 The Chairperson establishes the order of voting on the various agenda proposals. The Chairperson may order that voting on a matter be held after the termination of the discussion of that matter, or at the end of the discussion of all or some of the matters on the agenda, unless the relative quorum of the Shareholders' Meeting objects.

**Article 14**  
**Voting**

- 14.1 Voting shall be performed by open ballot. Unless the relative quorum of the Shareholders' Meeting objects, the Chairperson shall establish, generally for each agenda matter, the manner of expression, recording and counting of votes, and may



set a maximum period within which the voting must be performed. In particular, for voting purposes, taking into account the number of votes attributed to each person entitled to vote, the Chairperson may adopt one of the following methods:

- a) Roll call;
  - b) Voting card;
  - c) Show of hands;
  - d) Sitting and standing;
  - e) Use of special electronic equipment.
- 14.2 For the purposes of facilitating the recording of favorable and unfavorable votes and abstentions, or one or more of these categories of voting expression, or merely in order to provide confirmation of the vote count, electronic or computer systems and tools may be employed, also with technical assistance for such purposes externally sourced by the Company.
- 14.3 The Chairperson shall decide the order in which the proposals on the individual matters on the agenda are put to the vote, generally giving priority to those formulated by the Board of Directors. In the cases of presentation of several proposals, also in the form of amendments to proposals already presented, such proposals are put to the vote in the order determined by the Chairperson until approval of the proposal that has obtained the majority required in accordance with law and the By-Laws.
- 14.4 The Chairperson shall take appropriate measures to ensure the orderly conduct of voting. The measures referred to in Article 11 may be adopted, should the need arise, also during voting, in order to guarantee the exercise of voting rights, where entitled, also of those against whom such measures are taken.

### **Article 15 Declaration of results**

- 15.1 Once the votes have been expressed and counted, the Chairperson, also with the aid of the Secretary or the Notary, shall declare the voting results.
- 15.2 In the case of the appointment of the Board of Directors and Board of Statutory Auditors, the Chairperson declares the candidates appointed according to the mechanisms established by the By-Laws as elected.

## **SECTION V**

### **SHAREHOLDER MEETING MINUTES AND CLOSURE OF BUSINESS**

#### **Article 16**

##### **Shareholders' Meeting minutes**

- 16.1 The minutes report directly or by means of annexes:
- a) the text of the motions to be voted upon;

- b) a summary of contributions and responses provided;
  - c) the outcome of the voting, with indication of those abstaining or voting against, or vice versa those voting in favour;
  - d) indication of votes which differ from the instructions received and the reasons for the differing vote;
  - e) the list of those with the right to vote participating in each vote.
- 16.2 The Chairperson may, at their discretion, communicate to the Notary or to the Secretary, for adding as annexes to the minutes and for completeness of information, the documents read or presented during the meeting, even if not pertinent to the matters on the agenda or the issues discussed.

**Article 17**  
**Closure of the proceedings**

- 17.1 Having completed the discussion of the matters on the agenda, the relative voting and the declaration of the results of the voting, the Chairperson shall declare the meeting closed.

**SECTION VI**  
**FINAL PROVISIONS**

**Article 18**  
**Amendments**

- 18.1 The Regulation may be amended by the Ordinary Shareholders' Meeting as per the applicable majorities, except for amendments considered merely as material to adjust the Regulation to the applicable statutory or regulatory rules, as approved by the competent bodies and regarding which the Board of Directors may directly decide, with subsequent publication of the updated Shareholders' Meeting Regulation on the company website.

**Article 19**  
**Further references**

- 19.1 For all matters not expressly provided for in the Regulation, reference is to be made to applicable statutory law, regulations and the By-Laws, which, in case of conflict, prevail over the provisions set out in the Regulation.