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Oggetto : WIIT_PR_Approval of the prospectus related to
the non-convertible notes' issue

Testo del comunicato

Vedi allegato

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PRESS RELEASE

Approval of the prospectus related to the non-convertible notes' issue approved by WIIT's Board of Directors on 19 September 2025

Milan, 24 September 2025 – Following the press release issued on 19 September 19, 2025, **WIIT S.p.A.** (“**WIIT**” or the “**Company**”; ISIN IT0005440893; WIIT.MI), one of the leading European players in the enterprise Cloud Computing market, focused on the provision of continuous Private and Hybrid Cloud services for critical applications, announces that today the “Commissione nazionale per le società e la borsa” (CONSOB) approved the prospectus (the “**Prospectus**”) for the offering (the “**Offering**”) and listing of non-convertible, *unrated*, unsubordinated, and unsecured notes for a nominal amount of Euro 150 million⁽¹⁾, which the Company's Board of Directors approved for issue on 19 September 2025 (the “**Notes**”).

The Prospectus has been prepared in accordance with Regulation (EU) 2017/1129, as subsequently amended and supplemented (the “Prospectus Regulation”) and applicable delegated regulations, and is available to the public on the Company's website (<https://www.wiit.cloud/>).

Borsa Italiana S.p.A. (“**Borsa Italiana**”) has approved the admission of the Notes to listing on the “Mercato Telematico delle Obbligazioni” (MOT), a regulated market organized and managed by Borsa Italiana, with order dated 23 September 2025.

The Offering is scheduled to open on 6 October 2025, at 9:00 (CET) and expire on 10 October 2025, at 17:30 (CET) (the “**Offering Period**”), subject to extension, early closure or amendment by the Company and the placement agent Equita SIM S.p.A. (on behalf of itself and Co-Lead Managers Joh. Berenberg, Gossler & Co. KG and Banca Finint S.p.A.). Any amendment or extension or early closure will be communicated by way of a notice in accordance with the procedures set out in the Prospectus. The Notes will be offered to the general public in Italy and to qualified investors (as defined in Article 2, paragraph 1, letter e) of the Prospectus Regulation or the Prospectus Regulation as transposed into UK national law by the European Union Withdrawal Act 2018) in the European Economic Area and the United Kingdom and to institutional investors abroad, excluding the United States of America, Canada, Japan, Australia, South Africa, and any other country or jurisdiction in which the offer or sale of the Notes offered is prohibited by law or in the absence of exemptions.

Further information, including information concerning the interest rate, yield, and early redemption prices of the Notes at the Company's option for each redemption period, will be disclosed in a specific notice prior to the start of the Offering Period, and information on the total nominal amount of the Notes and the gross proceeds from the

(1) It may be increased for a further equal amount.

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Offering will be disclosed in a specific notice no later than the second business day after the end of the Offering Period.

Equita SIM S.p.A. is acting as *Placement Agent* and Joh. Berenberg, Gossler & Co. KG and Banca Finint as *Co-Lead Managers*. Berenberg has been appointed as a Co-Lead Manager solely for the purposes of offering the Notes to institutional investors outside of Italy and has not made and will not make an offer of Notes to the public in Italy.

Further information regarding the Notes is available in the Prospectus on the Company's website (<https://www.wiit.cloud/>).

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada, Australia, Japan or South Africa or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States.

This press release has been prepared on the basis that any offer of securities as per the Prospectus Regulation in the United Kingdom and in any Member State of the European Economic Area and except in the case of a public offer in Italy on the basis of an English-language prospectus approved by CONSOB together with an Italian translation of the summary, will be made pursuant to an exemption from the requirement to publish a prospectus for offers of securities provided for in the Prospectus Regulation. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 (this Regulation and amendments together with any delegated act and implementing measures) and Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"). This document is not a prospectus for the purposes of the Prospectus Regulation.

This publication, and any investment activity to which it relates, is available only to persons who (i) are outside the United Kingdom, (ii) are "investment professionals" falling within article 19(5) of the financial services and markets act 2000 (financial promotion) order 2005, as amended (the "**Order**"), (iii) are persons falling within article 49(2)(a) to (d) of the Order ("high net worth companies, unincorporated associations etc."), or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Order) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated under the Order (all such persons together being referred to as "**Relevant Persons**"). This announcement is directed only at Relevant Persons and must not be acted or relied on in the United Kingdom by anyone who is not a Relevant Person.

Neither Equita SIM S.p.A., Joh. Berenberg, Gossler & Co. KG, Banca Finint S.p.A., nor their directors, personally liable shareholders, managers, employees, consultants or representatives assume any responsibility whatsoever or make any declaration or guarantee, either express or implied, as to the truthfulness, accuracy or completeness of the information regarding WIIT, its subsidiaries or associates, nor for any loss deriving from the use of this announcement or its contents or in relation to the same.

Solely for the purposes of the product governance requirements set out in: (a) Directive 2014/65/EU on markets in financial instruments, as subsequently amended ("**MiFID II**"); (b) Articles 9 and 10 of Delegated Directive (EU) 593/2017 supplementing MiFID II; and (c) national transposition measures (collectively, the "**MiFID II Product Governance Requirements**"), and declining any liability that may arise on a contractual, non-contractual or other basis towards any "manufacturer" (within the meaning of the MiFID II Product Governance Requirements) in relation to these requirements, the Notes have been subject to a product approval process, which has identified the Notes as: (i) compatible with a target market of end clients of retail investors and investors who meet the requirements of "professional clients"

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and “eligible counterparties” as defined in MiFID II; and (ii) reserved for all distribution channels of the Notes to eligible counterparties and professional clients (the “**Target Market Assessment**”).

The Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for MiFID II purposes; or (b) a recommendation to any investor or group of investors to invest or purchase, or to undertake any transaction in respect of the Notes. Any person who subsequently offers, sells or recommends the Notes (a “distributor”) should take into account the manufacturer’s Target Market Assessment. Each distributor is responsible for making its own assessment of the target market in relation to the Notes (by adopting or refining the Target Market Assessment of the manufacturers) and determining the appropriate distribution channels.

***WIIT S.p.A.**, a company listed on the Euronext Star Milan (“STAR”) segment, is a European leader in the Cloud Computing market. It operates in key markets such as Italy, Germany, and Switzerland, positioning itself among the main players in providing innovative technological solutions for Private and Hybrid Cloud. WIIT operates through managed processes, specialised resources and technology assets including proprietary data centres spread across 7 regions: 4 in Germany, 1 in Switzerland and 2 in Italy, 3 of which are Premium Zone enabled i.e. with guaranteed high availability, maximum levels of resilience and security by design; two of these host data centres certified Tier IV by the Uptime Institute. WIIT has 6 SAP certifications at the highest level of specialisation. Its end-to-end approach enables the company to provide its partner companies with customised, high value-added services with the highest security and quality standards for the management of critical applications and business continuity, while guaranteeing maximum reliability in the management of the main international application platforms (SAP, Oracle and Microsoft). Since 2022, the WIIT Group has joined the UN Global Compact. (www.wiit.cloud)*

For more information:

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Fine Comunicato n.20101-72-2025	Numero di Pagine: 5
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