

**WIIT S.P.A. INSIDE INFORMATION AND  
RELEVANT INFORMATION REGISTER MAINTENANCE POLICY**



## 1 Introduction

- 1.1 In application of the combined provisions of Article 18 of Regulation (EC) 596/2014 and Execution Regulation 347/2016/EC of the European Commission, in addition to the domestic rules applicable to listed companies on a regulated market set out by Legislative Decree No. 58 of February 24, 1998 (“**CFA**”) and the regulation adopted by Consob with motion No. 11971 of 1999 (“**Issuers’ Regulation**”), as applicable, this policy (hereafter the “**Policy**”) governs (i) the management, maintenance and updating of the **Insider Register** and (ii) the management, maintenance and updating of the register of persons with access to information which at a subsequent point, even within a short period of time, may become Inside Information (the “**RIL Register**” and, together with the Insider Register, the “**Registers**”).
- 1.2 On March 18, 2019 the Board of Directors of WIIT S.p.A. (the “**Company**”) approved the update to this procedure with respect to the version previously approved during the session of May 29, 2017, with effect from the date of commencement of trading of the Company’s ordinary shares (the “**Shares**”) on the Mercato Telematico Azionario (Italian Stock Exchange) organised and managed by Borsa Italiana S.p.A. (the “**MTA**”).
- 1.3 The Company’s Chief Executive Officers have been authorized to amend and supplement this Policy as necessary to comply with laws or regulations, in addition to any significant indications provided by the competent Authorities or on the basis of application experience or market practice.
- 1.4 For that not explicitly established in this Policy, reference is expressly made to the communication provisions concerning inside information and corporate information set out by the applicable legal and regulatory provisions, in addition to the *pro tempore* guidelines issued by Consob and by the other competent authorities.
- 1.5 This Policy should be read together with the “*WIIT S.p.A. inside information management and communication policy*” (the “**Inside Information Policy**”) updated by the Board of Directors of the Company on March 18, 2019.

## 2 Definitions

The terms and expressions in bold are defined as follows.

“**Chief Executive Officer**” indicates all directors with operating powers.

“**Competent Authority**” indicates the competent authority as identified as per Article 22 of the MAR.

“**CFO**” indicates the Chief Financial Officer of the Company.

“**Board of Statutory Auditors**” indicates the Board of Statutory Auditors of the Company in office.

“**Board of Directors**” indicates the Company’s Board of Directors as appointed.

“**Group**” indicates the Company and its subsidiaries.

“**Inside Information**” is defined as per Article 2 of the Inside Information Policy.

“**Relevant Information**” is defined as per Article 2 of the Inside Information Policy

### 3 Natural and legal persons enrolled in the Registers

The Insider Register and RIL Register should contain a list of all those with access respectively to Inside Information and/or Relevant Information and with whom the company, or persons acting in their name or on their behalf, have a professional relationship (employment or other contract), and who, in exercising certain duties, have access to Inside and/or Relevant Information, including for example:

“**Covered Persons**” indicate:

- (a) the members of the Board of Directors and of the Board of Statutory Auditors of the Company, in addition to the members of the administration and control boards of the legal person which exercises control, as defined by Article 2359 of the Civil Code, over the Company;
- (b) persons who hold management positions with the Company and Executives with regular access to Inside and/or Relevant Information and who have decision-making powers that may affect the development and the prospects of the Company; as well as all other persons who through the duties of office participate in the Board's meetings, with regard to all Inside and/or Relevant Information concerning the Company;
- (c) persons who hold positions as per the previous points (a) and (b) in a direct or indirect subsidiary of the Company, where the book value of such investments represents more than 50% of the Company's assets as per the most recently approved financial statements;
- (d) any other party granted the power to execute transactions in the name of and on behalf of the Company and/or the Group, having relevance with regards to Company operations;
- (e) any person with Inside and/or Relevant Information on the basis of circumstances other than those identified at points (a), (b), (c) and (d), where such persons know or ought to know that it is Inside and/or Relevant Information.

### 4 Register Structure

#### Insider Register

- 4.1 The Insider Register is divided into separate sections, each relating to individual items of Inside Information.

Once new Inside Information is identified, a new section should be added to the list (“**Occasional Registers**”).

- 4.2 Each section of the list of the Occasional Registers should indicate:

- a) the date and time of the creation of the section of the list or the point at which the Inside Information was identified;
- b) the date and time and time of the latest update;
- c) the communication date to the competent authority (where applicable);
- d) the name, surname and birth surname (if differing) of the Covered Person;
- e) the office telephone number of the Covered Person;
- f) the name and address of the company;

- g) the function and reason for access to Inside Information;
- h) the date and time at which the Covered Person obtained access to Inside Information;
- i) the date and time at which the Covered Person ceased to have access to Inside Information;
- j) the date of birth of the Covered Person;
- k) the tax code of the Covered Person;
- l) the private telephone numbers (home and personal mobile) of the Covered Person; and
- m) the complete private address (street, number, locality, Post Code, State) of the Covered Person.

4.3 Subject to that above, the Company may add to the list a supplementary section reporting the details of persons with permanent access to all Inside Information (the “**Permanent Registers**”), who, once included in this section, should no longer be included in the other sections. Each section of the list of Permanent Registers should include:

- a) the date and time of the creation of the section of the list or the point at which the Inside Information was identified;
- b) the date and time of the latest update;
- c) the communication date to the competent authority (where applicable);
- d) the name, surname and birth surname (if differing) of the Covered Person;
- e) the office telephone number of the Covered Person;
- f) the name and address of the company of the Covered Person;
- g) the function and reason for access to Inside Information on a permanent basis;
- h) the date and time at which the Covered Person was included in the permanent access section;
- i) the date of birth of the Covered Person;
- j) the tax code of the Covered Person;
- k) the private telephone number of the Covered Person; and
- l) the complete private address (street, number, locality, Post Code, State) of the Covered Person.

#### RIL Register

4.4 The RIL Register comprises separate sections for each piece of Relevant Information on the basis of similar criteria to those identified for the Insider Register with regards to differing pieces of Inside Information. The Company therefore adds a new section to the RIL Register on the identification of new Relevant Information and may create a supplementary section to the RIL Register for persons who always have access to Relevant Information.

4.5 Subject to that stated above, the sections of the RIL Register need not indicate, with reference to the Covered Persons: (i) date of birth; (ii) national identification number; (iii) complete private address; (iv) private and office telephone numbers;

(v) time of enrolment, or any updates.

## **5 Maintenance of the Registers**

- 5.1 The Registers should be maintained electronically and consist of a system accessible via Internet/Intranet and protected by adequate security systems and access filters and credentials.
- 5.2 The Registers should guarantee:
- a) the confidentiality of the information contained therein, ensuring that access to the list is limited to Covered Persons or any other parties acting in their name or on their behalf accessing such on the basis of their respective function or position within the Company;
  - b) the accuracy of the information reported in the list; in addition to
  - c) the access and availability of previous versions of the list.
- 5.3 The Registers are unique to the Group and are maintained by the CFO (the "**Manager**"). In addition to the functions identified in other parts of the Policy, the Manager oversees the criteria and means to be adopted for the maintenance and research of the information contained in the Registers, so as to ensure easy access, management, consultation, extraction and printing.

## **6 Updating, maintenance and sending of Registers' data**

- 6.1 The Registers should be updated in a timely manner and without delay by the Manager, adding the date and time of the relative updating, where:
- a) the reason for which a person is enrolled in the Insider Register and/or the RIL Register changes, including in the case in which the enrolment of the person needs to be moved from one section to another of the Register;
  - b) a new person should be included in the Registers as having access to Inside Information and/or Relevant information (depending on the case);
  - c) a person included in the Registers no longer has access to Inside Information and/or Relevant Information (depending on the case), stating the date from which they no longer have access.
- 6.2 The lists of Covered persons included in the Registers are maintained by the company for five years from discontinuation of the circumstances resulting in the original inclusion or updating.
- 6.3. The Manager sends the Registers electronically as soon as possible to the competent Authorities upon receiving such a request.

## **7 Disclosure to persons included in the Registers**

- 7.1 The Manager sends without delay to the Covered person, after enrolment in the Insider Register and/or in the RIL Register (depending on the case)
- a) communication, as per Annex A, by which the Manager informs the Covered Person of: (i) their inclusion in the Insider Register; (ii) the legal and regulatory obligations deriving from access to Inside Information; and (ii) the

sanctions applicable in the case of the abuse of Inside Information and market manipulation or for the unauthorised circulation of Inside Information.

- b) communication, as per Annex B, by which the Manager informs the Covered Person of: (i) their inclusion in the RIL Register; and (ii) the confidentiality obligations deriving from access to Relevant Information.

- 7.2 Disclosure is made in writing, through certified e-mail, registered mail or hand delivered communication.
- 7.3 The Manager, in addition, notifies Covered Persons already included in the Registers of any updates to their information, through written communication, sent via certified e-mail or registered mail or by hand delivery, while communicating any cancellation from the Registers, also via certified e-mail, registered mail or by hand delivery.
- 7.4 The Manager maintains on a durable medium a copy of the communication sent to ensure the proof and traceability of fulfilment of the disclosure obligations.
- 7.5. The Manager sends to requesting Covered Persons a paper copy of the information regarding them included in the Registers.

## **8. Communications of persons to the Manager**

Each Covered Person is required to:

- a) return, signed in recognition of receipt, a copy of this Policy, accepting therefore its content;
- b) comply with the provisions contained therein.

## **9. Processing of personal data**

- 9.1 For the purposes of the Policy, the company will be required to process the personal data of Covered Persons. The Covered Persons are therefore required to give consent to the processing of their personal data by the company or by officers and/or staff designated by the company, as per the terms of Regulation (EC) No. 2016/679 and subsequent amendments, having been informed of the following:
  - a) the purposes and methods of the data processing;
  - b) the mandatory nature of the provision of the data;
  - c) the persons or classes of persons to whom the data may be communicated and the scope of dissemination of the data;
  - d) the rights as per Article 15 and subsequent of Regulation (EC) 2016/679;
  - e) the name and surname, the company or business name and the domicile, residence and headquarters of the data controller and responsible officer:
    - Data controller: WIIT S.p.A.
    - Manager: Stefano Pasotto.
- 9.2 With the delivery of the acceptance letter as per Annexes A and/or B (depending on the case), consent as per and for the purposes of Regulation (EC) 2016/679 is considered validly expressed.

## **10. Final considerations**

- 10.1 The Manager has the duty to ensure the updating of this Policy in light of developments concerning the Registers Regulation, other regulatory provisions as applicable and applicative experience, submitting to the Chief Executive Officers the amendment and/or supplementation proposals of the Policy considered necessary or beneficial.
- 10.2 The Manager without delay communicates in writing to Covered Persons the amendments and/or supplements to the Policy as per this Article and requests acceptance of the new content of the Policy according to the forms and means indicated at Article 7 above.

## ANNEX A - ACCEPTANCE LETTER

### Chart 1

#### Notification of enrolment in the Insider Register and disclosure on the processing of the personal data of the interested parties

Milan, \_\_\_\_\_

Dear \_\_\_\_\_,

in accordance with the provisions of Article 18 of Regulation (EC) No. 596/2014 of April 16, 2014 on market abuse ("**Market Abuse Regulation**" or "**MAR**") and of Execution Regulation (EC) 2016/347 of March 10, 2016, in addition to the WIIT S.p.A. policy "*WIIT S.p.A. inside information and relevant information register maintenance policy*", we inform you that today your data has been included in the Insider Register from \_\_\_\_\_ as, in consideration of your role as \_\_\_\_\_ of the company, you have access to inside information. We hereby also remind you that parties with access to inside information concerning the Company, for its circulation, should uphold the content of the "*WIIT S.p.A. Inside Information management and communication policy*" attached below, together with the above-mentioned Policy (the "**Policies**").

We remind you also that violation of the corporate disclosure provisions constitutes a criminal and administrative offense identified as insider dealing and market manipulation and may give rise to situations involving the administrative liability of the Company. In the case in which, as a result of violations of the disclosure provisions following non-compliance with the principles established in the Policies, the Company may incur monetary sanctions as per the applicable regulation. In this case, the Company shall seek to conclude a settlement with the persons responsible for these violations, in order to obtain reimbursement for charges stemming from the payment of these sanctions.

The issue of any criminal and administrative sanctions shall be the subject of written reporting to the relative manager and to the Board of Directors. In addition, non-compliance with the provisions may have consequences for employees with regards to the application of disciplinary actions.

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We communicate to you that the personal data necessary for enrolment in the Insider Register and the relative updates shall be processed and maintained by WIIT S.p.A., with the support of computerised devices, in compliance with the privacy rules (i.e. the domestic privacy rules, European Regulation 2016/679 - GDPR - concerning the protection of natural persons with regards to the processing of personal data, in addition to the free circulation of this data, which repeals Directive 95/46/EC and the Oversight Authority provisions regarding the protection of personal data), in order to fulfil the obligations under the market abuse and Inside Information processing regulations and for the period required by the above-stated regulations.

We indicate that this data processing is required to fulfil the legal obligation to which the Data Owner is subject, as per Article 6, paragraph 1, letter c) of the GDPR. The communication of the personal data requested is however obligatory; the personal data acquired, in addition to that processed, shall be communicated and circulated to other WIIT Group companies for the purposes related to the above indicated relations and, however, shall not be communicated and circulated except in accordance with the

legally-permitted cases. The failure to provide such may expose you and/or WIIT S.p.A. to possible penalties in accordance with the applicable regulation and/or the Policy. You are informed in addition that the internal processing manager is Stefano Pasotto, domiciled at the registered office of Milan, via dei Mercanti No. 12. We inform you finally that the Data Owner in question is WIIT S.p.A., with registered office in Milan, via dei Mercanti No. 12.

You can exercise at any time the rights that are recognised by the applicable regulation, including: a) access to your personal data, obtaining evidence of the purposes pursued by the Owner, the categories of data involved, the recipients to whom they may be communicated, the applicable retention period, the existence of automated decision-making processes; b) the correction of inaccurate personal data without delay; c) in the cases provided for, the deletion of your data; d) the limitation or opposition to processing, whenever possible; e) the requesting of the portability of the data that you have provided to the Company, i.e. to receive it in a structured, commonly used format readable by automatic device, also to transmit this data to another owner, without any impediment to the Owner.

Furthermore, you can lodge a complaint with the Guarantor for the Protection of Personal Data pursuant to art. 77 of the GDPR. To exercise these rights, the Owner should be contacted at the following e-mail address: Stefano.Pasotto@wiit.clou.

Kind regards,

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For review and acceptance

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**You are kindly requested to send a copy of this communication, signed in acknowledgment of viewing and acceptance, to Computershare S.p.A. via e-mail to: WIIT-rap@computershare.it. For clarification or additional information, you may contact the company at the following e-mail address: Stefano.Pasotto@wiit.clou.**

**Chart 2**  
**Insider Register updating**

Milan, \_\_\_\_\_

Dear \_\_\_\_\_,

in accordance with the provisions of Article 18 of Regulation (EC) No. 596/2014 of April 16, 2014 on market abuse ("**Market Abuse Regulation**" or "**MAR**") and of Execution Regulation (EC) 2016/347 of March 10, 2016, in addition to the WIIT S.p.A. policy "*WIIT S.p.A. inside information and relevant information register maintenance policy*", we inform you that following your appointment as \_\_\_\_\_ at the Company, on \_\_\_\_\_ the reason for your enrolment in the Insider Register has been updated. We hereby also remind you that parties with access to inside information concerning the Company, for its circulation, should uphold the content of the "*WIIT S.p.A. Inside Information management and communication policy*", sent to you on your initial enrolment in the Register and however available on the company website at [www.wiit.cloud](http://www.wiit.cloud) in the "Company" section (the "**Policy**"). We remind you also that violation of the corporate disclosure provisions constitutes a criminal and administrative offense identified as insider dealing and market manipulation and may give rise to situations involving the administrative liability of the Company. In the case in which, as a result of violations of the disclosure provisions following non-compliance with the principles established in the Policy, the Company may incur monetary sanctions as per the applicable regulation. In this case, the Company shall seek to conclude a settlement with the persons responsible for these violations, in order to obtain reimbursement for charges stemming from the payment of these sanctions.

The issue of any criminal and administrative sanctions shall be the subject of written reporting to the relative manager and to the Board of Directors. In addition, non-compliance with the provisions may have consequences for employees with regards to the application of disciplinary actions.

Kind regards,

\_\_\_\_\_

For review and acceptance

\_\_\_\_\_

**You are kindly requested to send a copy of this communication, signed in acknowledgment of viewing and acceptance, to Computershare S.p.A. via e-mail to: [WIIT-rap@computershare.it](mailto:WIIT-rap@computershare.it). For clarification or additional information, you may contact the company at the following e-mail address: [Stefano.Pasotto@wiit.clou](mailto:Stefano.Pasotto@wiit.clou).**

**Chart 3**

**Cancellation from the Insider Register**

Milan, \_\_\_\_\_

Dear \_\_\_\_\_,

in accordance with the provisions of Article 18 of Regulation (EC) No. 596/2014 of April 16, 2014 on market abuse ("**Market Abuse Regulation**" or "**MAR**") and of Execution Regulation (EC) 2016/347 of March 10, 2016, in addition to the WIIT S.p.A. policy "*WIIT S.p.A. inside information and relevant information register maintenance policy*", we inform you that on \_\_\_\_\_ the reason for your enrolment in the Insider Register was no longer valid. Your personal details subject to handling (surname, name, tax number, company, reason for inclusion on the Register) shall be removed five years from the cancellation date.

Kind regards,

\_\_\_\_\_

For review and acceptance

\_\_\_\_\_

**You are kindly requested to send a copy of this communication, signed in acknowledgment of viewing and acceptance, to Computershare S.p.A. via e-mail to: [WIIT-rap@computershare.it](mailto:WIIT-rap@computershare.it). For clarification or additional information, you may contact the company at the following e-mail address: [Stefano.Pasotto@wiit.clou](mailto:Stefano.Pasotto@wiit.clou).**

## ANNEX B - ACCEPTANCE LETTER

### Chart 1

#### Notification of enrolment in the RIL Register and disclosure on the processing of the personal data of interested parties

Milan, \_\_\_\_\_

Dear \_\_\_\_\_,

in accordance with the provisions contained in the WIIT S.p.A. policy "*WIIT S.p.A. inside information and relevant information register policy*", we inform you that today your personal data was included in the RIL Register from \_\_\_\_\_ as, in consideration of the role covered by you of \_\_\_\_\_ at the company, it is probable and/or possible that you may become aware of relevant information. We hereby also remind you that parties with access to relevant information concerning the Company, for its circulation, should uphold the content of the "*WIIT S.p.A. Inside Information management and communication policy*" attached below, together with the above-mentioned Policy.

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We communicate to you that the personal data necessary for enrolment in the RIL Register and the relative updates shall be processed and maintained by WIIT S.p.A., with the support of computerised devices, in compliance with the privacy rules (i.e. the domestic privacy rules, European Regulation 2016/679 - GDPR - concerning the protection of natural persons with regards to the processing of personal data, in addition to the free circulation of this data, which repeals Directive 95/46/EC and the Oversight Authority provisions regarding the protection of personal data), in order to fulfil the obligations under the market abuse and Inside Information processing regulations and for the period required by the above-stated regulations.

We indicate that this data processing is required to fulfil the legal obligation to which the Data Owner is subject, as per Article 6, paragraph 1, letter c) of the GDPR. The communication of the personal data requested is however obligatory; the personal data acquired, in addition to that processed, shall be communicated and circulated to other WIIT Group companies for the purposes related to the above indicated relations and, however, shall not be communicated and circulated except in accordance with the legally-permitted cases. The failure to provide such may expose you and/or WIIT S.p.A. to possible penalties in accordance with the applicable regulation and/or the Policy. You are informed in addition that the internal processing manager is Stefano Pasotto, domiciled at the registered office of Milan, via dei Mercanti No. 12. We inform you finally that the Data Owner in question is WIIT S.p.A., with registered office in Milan, via dei Mercanti No. 12.

You can exercise at any time the rights that are recognised by the applicable regulation, including: a) access to your personal data, obtaining evidence of the purposes pursued by the Owner, the categories of data involved, the recipients to whom they may be communicated, the applicable retention period, the existence of automated decision-making processes; b) the correction of inaccurate personal data without delay; c) in the cases provided for, the deletion of your data; d) the limitation or opposition to processing, whenever possible; e) the requesting of the portability of the data that you have provided to the Company, i.e. to receive it in a structured, commonly used format readable by automatic device, also to transmit this data to another owner, without any impediment to the Owner.

Furthermore, you can lodge a complaint with the Guarantor for the Protection of Personal Data pursuant to art. 77 of the GDPR. To exercise these rights, the Owner should be contacted at the following e-mail address: Stefano.Pasotto@wiit.clou.

Kind regards,

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For review and acceptance

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**You are kindly requested to send a copy of this communication, signed in acknowledgment of viewing and acceptance, to Computershare S.p.A. via e-mail to: [WIIT-rap@computershare.it](mailto:WIIT-rap@computershare.it). For clarification or additional information, you may contact the company at the following e-mail address: Stefano.Pasotto@wiit.clou**

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**Chart 2**

**RIL Register updating**

Milan, \_\_\_\_\_

Dear \_\_\_\_\_,

in accordance with the WIIT S.p.A. policy "*WIIT S.p.A. inside information and relevant information register maintenance policy*", we inform you that following \_\_\_\_\_, on \_\_\_\_\_ the reason for your enrolment in the RIL Register has been updated. We hereby also remind you that parties with access to relevant information concerning the Company, for its circulation, should uphold the content of the "*WIIT S.p.A. Inside Information management and communication policy*", sent to you on your initial enrolment in the RIL Register and however available on the company website at [www.wiit.cloud](http://www.wiit.cloud) in the "Company" section.

Kind regards,

\_\_\_\_\_

For review and acceptance

\_\_\_\_\_

**You are kindly requested to send a copy of this communication, signed in acknowledgment of viewing and acceptance, to Computershare S.p.A. via e-mail to: [WIIT-rap@computershare.it](mailto:WIIT-rap@computershare.it). For clarification or additional information, you may contact the company at the following e-mail address: [Stefano.Pasotto@wiit.clou](mailto:Stefano.Pasotto@wiit.clou).**

**Chart 3**

**Cancellation from the Relevant Information Register**

Milan, \_\_\_\_\_

Dear \_\_\_\_\_,

in accordance with the WIIT S.p.A. policy "*WIIT S.p.A. inside information and relevant information register maintenance policy*", we inform you that on \_\_\_\_\_ the reason for your enrolment in the RIL Register was no longer valid. Your personal details subject to handling (surname, name, tax number, company, reason for inclusion on the RIL Register) shall be removed five years from the cancellation date.

Kind regards,

\_\_\_\_\_

For review and acceptance

\_\_\_\_\_

**You are kindly requested to send a copy of this communication, signed in acknowledgment of viewing and acceptance, to Computershare S.p.A. via e-mail to: [WIIT-rap@computershare.it](mailto:WIIT-rap@computershare.it). For clarification or additional information, you may contact the company at the following e-mail address: [Stefano.Pasotto@wiit.clou](mailto:Stefano.Pasotto@wiit.clou).**