

WIIT S.P.A. INTERNAL DEALING POLICY



1. Introduction

- 1.1 This policy (the "**Policy**") concerns the reporting obligations and limitations relating to transactions involving financial instruments issued by WIIT S.p.A. (the "**Company**" or the "**Issuer**") and other related financial instruments undertaken by Internal Dealing Parties (as defined hereunder) in accordance with the regulatory provisions laid down in Art. 19 of Regulation (EC) No. 596/2014 ("**Regulation 596/2014**" or the "**MAR**") and the related European implementing provisions, in addition to Article 114, paragraph 7, of Legislative Decree No. 58 of February 24, 1998, as amended (the "**CFA**") and the regulation adopted by Consob by resolution no. 11971 of 1999, as amended (the "**Issuers' Regulation**").
- 1.2 On March 18, 2019 the Company's Board of Directors 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 This Policy must be applied in accordance with all European and Italian laws and regulations applicable from time to time, as well as in compliance with the guidelines issued by ESMA (the European Securities and Markets Authority) and Consob, each within its purview.
- 1.4 The Company's Chief Executive Officers have been authorized to amend this Policy as necessary to comply with laws or regulations.
- 1.5 MAR Covered Persons and IR Covered Shareholders (as defined hereunder) are required to comply with the Policy and ensure that the Persons Connected to MAR Covered Persons and Persons Connected to IR Covered Shareholders (as defined hereunder) are aware thereof and comply therewith. Compliance with the rules laid down in this Policy does not release the Internal Dealing Parties (as defined hereunder) from the obligation of complying with the other relevant European and Italian laws and regulations in effect from time to time. Accordingly, knowledge of the contents of this Policy may not be deemed a substitute for a thorough understanding of the applicable legislation, reference to which remains essential.
- 1.6 For that not explicitly established in this Policy, reference is expressly made to the communication provisions concerning inside information, price sensitive information and other corporate information required by the Regulations for Markets organised and managed by Borsa Italiana S.p.A. and the related Instructions (the "**Stock Exchange Regulations**" and the "**Instructions**", respectively), as well as by applicable laws and regulations.

2. Definitions

In addition to the definitions included in other articles, the following definitions apply for the purposes of this Policy:

"**Chief Executive Officers**" indicates all directors with operating powers.

"**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.

"**Subsidiaries**" indicates the subsidiaries pursuant to article 2359 of the civil code.

“**Execution Date**” indicates the day on which:

- (a) the contract was finalized for the purchase, sale or exchange, even free of charge, or loan or swap;
- (b) the attributable MAR Financial Instruments or the RE Financial Instruments were assigned, upon exercise of the financial instruments, including non-listed, that attribute the right to subscribe, purchase or sell Shares and to exercise the conversion option of convertible bonds (also cum warrants);
- (c) the attributable MAR Financial Instruments or the RE Financial Instruments were assigned, as a result of the execution of capital transactions.

“**Working Day**” means any day (other than Saturdays and Sundays) on which banks are open for normal business in Milan.

“**Inside information**” concerns information of a precise nature which has not been disclosed to the public and which relates directly or indirectly to the company or to one of its Subsidiaries or the MAR Financial Instruments, which, if disclosed to the public, could significantly impact on the prices of the MAR Financial Instruments.

In particular, information of a “precise nature” is that which:

- a) refers to a series of existing circumstances or which may reasonably occur or a verified event or one which may reasonably be expected to occur; and
- b) is sufficiently specific to allow conclusions to be drawn on the possible effect of the set of circumstances or the event referred to under point (a) on the prices of the MAR Financial Instruments or the relative derivative financial instruments. In this regard, in the case of a protracted process intended to bring about particular circumstances or a particular event, or in the case of a protracted process resulting in such, that future circumstance or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

In addition, “*information, which if disclosed publicly, could have an appreciable effect on the prices of the MAR Financial Instruments*” means information which it is reasonable to suppose investors would use as one of the elements on which to base their investment decisions.

3. Internal Dealing Parties

3.1 For the purposes of the reporting requirements referred to in this Policy, “**Internal Dealing Parties**” means:

- a) the persons set out in Article 1(1)(25) MAR (the “**MAR Covered Persons**”):
 - (i) the members of the Board of Directors;
 - (ii) the members of the Board of Statutory Auditors;
 - (iii) all senior executives of the Company who, although not belonging to the bodies at letter above (i) e (ii) , have regular access to inside information concerning directly or indirectly the Company and have the power to adopt management decisions which affect the future development and prospects of the Company;

- b) the persons closely connected to MAR Covered Persons (hereinafter, “**Persons Connected to MAR Covered Persons**” and, together with the MAR Covered Persons, the “**MAR Covered Parties**”), i.e.
 - (i) the spouse not legally separated or civil partner in accordance with Italian law;
 - (ii) dependent children, including of a spouse;
 - (iii) parents, relatives and in-laws who have cohabited in the same dwelling for at least one year at the date of the last MAR Relevant Transaction that contributed to reaching the amount set out in paragraph 6.2 of this Policy below;
 - (iv) the legal entities, trusts or partnerships, the managerial responsibilities of which are discharged by a person undertaking administration, control or management or by a person referred to at letter b) points (i), (ii) or (iii), which is directly or indirectly controlled by the person, or set up for their benefit, or whose economic interests are substantially equivalent to those of this person;
- c) covered shareholders, as defined in Article 152-*sexies*, paragraph 1, letter c), of the CFA, i.e., any persons with a holding, calculated as per Article 118 of the Issuers’ Regulation, of at least 10% of the company’s voting share capital, in addition to any other person with a controlling position at the Company (the “**IR Covered Shareholders**”);
- d) persons closely connected to IR Covered Shareholders (hereinafter “**Persons Connected to IR Covered Shareholders**” and, together with the IR Covered Shareholders, the “**IR Covered Parties**”), i.e.:
 - (i) not legally separated spouses, children, including those of spouses, if supported and living together for at least one year, parents, relatives and in-laws;
 - (ii) legal entities, partnerships or trusts, which an IR Covered Person or one of the persons indicated at letter (ii), manages solely or jointly;
 - (iii) legal entities, controlled directly or indirectly by an IR Covered Person or by one of the persons indicated at letter d) point (i);
 - (iv) partnerships whose economic interests are substantially equivalent to those of an IR Covered Person or of a person indicated at letter d) point (i).
 - (v) trusts created on behalf of an IR Covered Person or one of the persons indicated at letter d) point (ii).

4. Identification of Internal Dealing Parties

- 4.1 The Appointed Officer set out in Article 5 of this Policy below identifies the MAR Covered Persons and IR Covered Shareholders and, on the basis of the information provided by them, identifies the Persons Connected to MAR Covered Persons and Persons Connected to IR Covered Shareholders.
- 4.2 The Appointed Officer drafts a list of Internal Dealing Parties (the “**List**”) on the basis of the information received. The Appointed Officer is responsible for maintaining the List.
- 4.3 The Appointed Officer provides MAR Covered Persons and MAR Covered Shareholders with timely, written notice of their registration in the List and the associated reporting obligations established by law and this Policy. The recipients of

such notices, which are to be provided using the form reproduced in Annex A, must send the Company a copy signed in acknowledgement, it being understood that the MAR Covered Person and/or IR Covered Shareholder will be regarded as informed of the above even in the absence of such action.

- 4.4 The MAR Covered Persons and IR Covered Shareholders must inform the Persons Connected to MAR Covered Persons and Persons Connected to IR Covered Shareholders, respectively, of the reporting obligations established by the law and this Policy, through a written notice (which is to be provided using the form reproduced in Annex B), and then retain a copy of the said notice. The MAR Covered Persons and IR Covered Shareholders inform the Persons Connected to MAR Covered Persons and Persons Connected to IR Covered Shareholders of amendments to the Policy and send them an up-to-date copy thereof.
- 4.5 In order to permit the List to be kept and updated properly, the MAR Covered Persons and IR Covered Shareholders inform the Appointed Officer promptly of any changes or updates to the personal particulars of the Persons Connected to MAR Covered Persons and Persons Connected to IR Covered Shareholders, respectively.
- 4.6 Internal Dealing Parties must provide the Company with all information required to discharge the obligations laid down in this Policy and the law. Neither the Company nor the Appointed Officer may be held responsible for non-compliance with the disclosure obligations incumbent upon the Company under this Policy deriving from absent, incomplete, incorrect or delayed communication by Internal Dealing Parties.
- 4.7 The Appointed Officer ensures the confidentiality of the communications received and the List and prevents them from being accessed by persons not expressly identified and authorized by the Board of Directors.

5. Appointed officer for receipt, management and disclosure to the market of the information

- 5.1 The officer responsible for receipt, management, reporting and disclosure to the market of the information referred to in this document, as well as for the updating the Internal Dealing Parties, is appointed by the Board of Directors (the “**Appointed Officer**”). The Appointed Officer:
 - (a) oversees the correct application of the Policy;
 - (b) ensures over time the correctness and functionality of the Policy;
 - (c) ensures the updating of the Policy;
 - (d) receives the information communicated by the Covered Persons pursuant to the Policy;
 - (e) manages the information submitted by the Covered Persons and its maintenance in a specific file;
 - (f) discloses the communications regarding MAR Relevant Transactions and – where the Issuer has been appointed by the IR Covered Shareholder – the IR Relevant Transactions, according to the terms laid down in this Policy;
 - (g) informs the MAR Covered Persons and the IR Covered Shareholders on the adoption of the Policy, its amendments and supplements.

- 5.3 The Appointed Officer shall also inform the Board of Directors and the Board of Statutory Auditors of the Company of any change in the identification of the Covered Persons.
- 5.4 The Chairperson of the Board of Directors has the power to identify, for limited periods, other MAR Covered Persons, in relation to their activity or responsibility, also in the context of any major Subsidiaries, following identification of such persons. Such identification and the related time limits, where applicable, shall be communicated to the Board of Directors and immediately to the Appointed Officer. As soon as the Appointed Officer identifies additional MAR Covered Persons, the Appointed Officer registers them in the List and informs them thereof without delay, in the manner described in paragraph 4.3 of this Policy.

6. MAR Covered Parties' Disclosure Obligations

- 6.1 In the manner and according to the timescales set out in paragraphs 6.5 and 6.6, MAR Covered Parties inform the Company and Consob of all transactions ("**MAR Relevant Transactions**") executed in any capacity involving:
- (a) the Company's shares or debt instruments;
 - (b) derivative instruments;
 - (c) financial instruments associated with them, as identified in Art. 3(2)(b) of Reg. (EC) No. 596/2014;
- (jointly, the "**MAR Financial Instruments**").
- 6.2 MAR Relevant Transactions include, for example, those set out in paragraph 6.3 below involving MAR Financial Instruments undertaken by MAR Covered Persons, the total amount of which is Euro 20,000.00 (twenty thousand/00) or less, or the different amount identified by the competent authority pursuant to Art. 19(2) MAR (the "**MAR Relevant Transactions**").
- 6.3 MAR Relevant Transactions include, for example:
- (a) the acquisition, disposal, short sale, subscription or exchange;
 - (b) the acceptance or the exercise of option rights, including an option right granted to MAR Covered Persons or to employees as part of their remuneration, and the disposal of shares arising from the exercise of an option right;
 - (c) the subscription to exchange contracts related to stock indices or the exercise of such contracts;
 - (d) derivative instruments or associated transactions, including cash-settled transactions;
 - (e) subscription to a contract for difference related to a financial instrument of the Issuer;
 - (f) the acquisition, disposal or exercise of rights, including put and call options, and warrants;
 - (g) the subscription to a capital increase or bond or credit security issuance;
 - (h) transactions in derivative instruments and financial instruments related to a credit security of the company, including credit default swaps;

- (i) conditional transactions subject to conditions and the actual execution of the transactions;
- (j) the automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of bonds convertible into shares;
- (k) any inheritances or gifts received or donations made or received;
- (l) transactions made in products, baskets and index-based derivative instruments, if so required by Article 19 of Regulation EC 596/2014;
- (m) transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) as per Article 1 of Directive 2011/61/EC of the European Parliament and Council, if provided for by Article 19 of Regulation EC No. 596/2014;
- (n) transactions executed by the manager of an AIF in which a MAR Covered Person has invested, if provided for by Article 19 of Regulation EC No. 596/2014;
- (o) transactions executed by third parties as part of an asset management mandate or of an individual portfolio on behalf of or for the benefit of a MAR Covered Person;
- (p) borrowing or lending of the Issuer shares or debt securities or derivatives or other related financial instruments.

MAR Relevant Transactions also include:

- (a) assignment for collateral or lending of financial instruments by or on behalf of a MAR Covered Person; For this purpose it is not necessary to notify a pledging of financial instruments, or similar collateral, in connection with the deposit of financial instruments in a custodial account, unless and until such time such pledging, or other similar collateral, is intended to obtain a specific credit facility.
- (b) transactions carried out by those who undertake or carry out transactions on a professional basis, or by anyone on behalf of a MAR Covered Person, even when discretion is exercised; The transactions carried out on the company's shares, debt instruments, derivative products or other financial instruments linked to them by managers of a mutual investment fund in which the MAR Covered Person has invested, are not subject to the duty of notification if the manager of the mutual investment fund exercises total discretion which excludes the possibility of directly or indirectly receiving instructions or suggestions of any type on the portfolio's composition from the investors of this mutual investment fund;
- (c) transactions carried out under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and the Council, in which: (i) the policyholder is a MAR Covered Person; (ii) the investment risk is to be borne by the policyholder; and (iii) the policyholder has the right or the discretion to make investment decisions in relation to specific instruments covered by the life insurance in question, or to undertake transactions concerning specific instruments of such life insurance. There is no notification obligation insofar as the policyholder of an insurance contract is bound to notify transactions to the insurance company in accordance with this Policy.

- 6.4 For the purpose of calculating the total amount referred to in paragraph 6.1:
- (a) the value of transactions is to be calculated in absolute terms, summing the transactions with positive value to those with negative value, regardless of the type of MAR Financial Instrument involved in the transactions undertaken by each MAR Covered Person since the beginning of the calendar year, it being understood that if the above limit of Euro 20,000.00 (twenty thousand/00), or the different limit identified by the competent authority pursuant to Art. 19(2) MAR, is exceeded, the MAR Covered Person (including on behalf of the relevant Persons Connected to MAR Covered Persons) must report the transactions already undertaken and all transactions undertaken after the limit is exceeded;
 - (b) the value of transactions involving the derivative financial instruments referred to in Article 1, paragraph 3, of the TUF, is calculated with reference to the so-called “notional value”, calculated as the product of the number of shares controlled by the instrument and the official price of the underlying asset at the date of the transaction;
 - (c) the value of transactions is calculated by summing the transactions made on behalf of each MAR Covered Person or, where applicable, each MAR Connected Person.
- 6.5 The MAR Covered Persons report the MAR Relevant Transactions (the “**MAR Communications**”) to the Company – solely by e-mail sent to the Appointed Officer at the address ir@wiit.cloud – within no more than two (2) Working Days from the Execution Date of the MAR Relevant Transaction. The MAR Communications must be prepared using the form reproduced in Annex C. The Company may also permit MAR Covered Persons to submit MAR Communications on behalf of Persons Connected to MAR Covered Persons.
- 6.6 The MAR Covered Persons submit the MAR Communications to Consob by the third market business day after the Execution Date of the MAR Relevant Transaction by certified email to consob@pec.consob.it (if the sender is subject to the obligation of having certified email) or by ordinary email to protocollo@consob.it, specifying the “Ufficio Informazione Mercati” (“Markets Information Office”) as the recipient and indicating “MAR Internal Dealing” the subject line;
- 6.7 After receiving the MAR Communications, the Appointed Officer prepares the public disclosure set out in paragraph 6.8 below. The text of the said disclosure must be submitted to the Company’s Chief Executive Officers or Chairperson of the Board of Directors for final approval prior to submission via the RIS.
- 6.8 Through a notice via the RIS, the Company relays the information contained in the MAR Communications and makes them available to the public promptly on its website no later than the end of the market business day after that on which it receives the MAR Communications in accordance with paragraph 6.5 above.
- 6.9 The obligations to disclose MAR Relevant Transactions provided for in this Policy do not apply to transactions involving financial instruments related to shares or debt instruments of the Company where, at the time of the transaction, one of the following conditions is met:

- (a) the financial instrument is a unit or a share of a mutual investment fund in which the shares or the debt instruments of the Company do not exceed 20% of the assets held by the mutual investment fund;
- (b) the financial instrument presents an exposure to a portfolio of assets in which the exposure to the shares or the debt instruments of the Company does not exceed 20% of the portfolio assets; or
- (c) the financial instrument is a unit or share of a mutual investment fund or presents an exposure to a portfolio of assets and the MAR Covered Person does not know, nor could know, the composition of the investments or the exposure of this mutual investment fund or portfolio of assets in relation to the shares or the debt instruments of the Company, and in addition this person has not been induced to consider that the shares or the debt instruments of the Company exceed the thresholds established at letters a) or b).

Where information is available concerning the composition of the investments of the mutual investment fund or the exposure to the portfolio of assets, the MAR Covered Person makes all reasonable efforts to avail of this information.

7. Restrictions on the execution of transactions undertaken by MAR Covered Persons (“black-out periods”)

- 7.1 MAR Covered Persons may not, directly or through nominees, undertake MAR Relevant Transactions, whether on their own account or on account of third parties, during the 30 calendar days prior to the approval by the Board of Directors of an interim and year-end financial report that the Company is required to publish in accordance with the laws and regulations in effect from time to time.
- 7.2 The Company may direct that such restriction will not apply – in view of the trading characteristics identified by Article 9 of Commission Delegated Regulation (EU) 2016/522 – to the exercise of any stock options or options relating to the MAR Financial instruments and, as limited to shares arising from stock-option plans, the ensuing sale transactions, provided that they are undertaken concurrently with exercise.
- 7.3 The limitations also do not apply in cases of exceptional need, such as severe financial difficulties that necessitate the immediate sale of Shares, where adequate justification is provided in a written request from the person concerned for the Company.
- 7.4 The Company’s Board of Directors reserves the right to introduce additional limitations on all or only some MAR Covered Persons, for the time deemed necessary, with regard to the undertaking of all or only some MAR Relevant Transactions. In such cases, the Appointed Officer will be responsible for informing the MAR Covered Persons of the start and end date of the period in which the MAR Covered Persons are barred from undertaking the aforesaid MAR Relevant Transactions.

8. IR Covered Persons' Disclosure Obligations

- 8.1 The IR Covered Shareholders inform the Company and Consob, in the manner and according to the timescales set out in paragraphs 8.2 and 8.3, respectively, of all purchase, sale, subscription or exchange transactions (the “**IR Relevant Transactions**”) undertaken directly or through a nominee by the IR Covered Persons and the Persons Connected to IR Covered Shareholders involving:

- (a) shares issued by the Company;
- (b) financial instruments related to the shares, which include:
 - financial instruments which permit the subscription, purchase or sale of the Shares;
 - debt instruments convertible into Shares or exchangeable with shares;
 - derivative financial instruments on the shares, as per Article 1, Paragraph 3 of the CFA;
 - financial instruments, equivalent to shares, representing those shares,(jointly, the “**IR Financial Instruments**”).

8.2 The IR Covered Shareholders report the IR Relevant Transactions (“**IR Communications**”) to Consob by the end of the 15th day of the month after that on which the IR Relevant Transaction is executed (according to the definition of Execution Date provided in Article 2 of this Policy) by submitting the form reproduced in Annex D, including all information set out therein, while retaining full responsibility for the communications. This form must be completed and submitted to Consob by:

- (a) fax to No. 06.84.77.757, or by certified e-mail to consob@pec.consob.it (where the sender is subject to the obligation to have a certified e-mail address), or by e-mail to protocollo@consob.it, or by the other means established by Consob, or
- (b) the procedure adopted by the Issuer to store and file the information, where the IR Covered Shareholder has appointed the Issuer to undertake the communication to Consob and the public on the said IR Covered Shareholder’s behalf, on condition that the said IR Covered Shareholder informs the Issuer of the IR Relevant Transactions (undertaken by the said IR Covered Shareholder and/or by Persons closely connected) and all related information required in Annex D by the end of the 15th day of the month following the month in which the transaction is executed.

8.3 Without prejudice to paragraph 8.2, letter b), above, the IR Covered Shareholders inform the Company of the IR Relevant Transactions carried out by them and by Persons Connected to IR Covered Shareholders by the end of the 15th day of the month following the month in which the transaction is executed, by submitting the duly completed form in Annex D to the Appointed Officer by e-mail to the address ir@wiit.cloud.

8.4 The IR Covered Shareholders disclose to the public the IR Relevant Transactions undertaken by them and by persons closely connected to them by the end of the 15th day of the month following the month in which the transaction is executed, by sending the form in Annex D (i) to two press agencies, via an RIS, (ii) in the manner laid down in Articles 65-*bis* and subs. of the Issuers’ Regulation, or in the manner established in applicable legislation from time to time, where the IR Covered Shareholder has appointed the Issuer to submit the communication to Consob and the public on the said RE Shareholder’s behalf, on condition that the said IR Covered Shareholder informs the Issuer of the IR Relevant Transactions (undertaken by the said IR Covered Shareholder and/or by Persons closely connected) and all related information required in the form reproduced in Annex D by the end of the 15th day of the month following the month in which the transaction is executed.

- 8.5 Where the IR Covered Shareholder has appointed the Company to undertake the IR Communications to Consob and the public on the said IR Covered Shareholder's behalf and has provided the Company with all information required by the form reproduced in Annex D, the Company publishes the information in the manner laid down in Articles 65-*bis* and subs. of the Issuers' Regulation, or in the manner established in applicable legislation from time to time, by the end of the market business day following the day on which the information is received by the said IR Covered Shareholder. The report to the authorized storage facility is undertaken by submitting the form reproduced in Annex D. In any event, the IR Covered Shareholder remains fully liable for all non-communication or incorrect communication, and the foregoing is therefore without prejudice to the Company's right of redress against the IR Covered Shareholder for all damages incurred by the Company, including to its image, as a result of such non-compliance.
- 8.6 It is the responsibility of the IR Covered Shareholders to submit the required information to the Company, Consob and the public, accurately and promptly. Accordingly, they will be liable to the Company for all damages it may incur, including to its image, as a result of breach of their obligations.
- 8.7 The foregoing is without prejudice to all further obligations applicable to the IR Covered Persons under laws and regulations from time to time.
- 8.8 The reporting obligations laid down in this Policy do not apply to the following IR Relevant Transactions:
- (a) IR Relevant Transactions whose total amount does not exceed Euro 20,000 (twenty-thousand) by the end of the year; subsequent to each communication, the IR Relevant Transactions whose total value does not reach a further Euro 20,000 (twenty-thousand) by the end of the year are not communicated; for related derivative financial instruments, the amount is calculated in terms of the underlying shares;
 - (b) IR Relevant Transactions between an IR Covered Shareholder and the relevant Persons Connected to IR Covered Shareholders;
 - (c) IR Relevant Transactions undertaken by the Company and its Subsidiaries;
 - (d) the Relevant Transactions executed by a credit institution or by an investment firm contributing to the establishment of this institution or firm's trading portfolio, as defined by Article 4, paragraph 1, section 86 of Regulation (EC) No. 575/2013, provided that this entity:
 - Keeps the trading and market-making departments organizationally separate to the treasury and to the departments that manage strategic equity investment;
 - is able to identify shares held for the purposes of trading activity and/or market-making, through procedures that can be verified by Consob, or by holding the shares in a separate special account;and, if it operates in the capacity of market maker:
 - is authorized by the Member State of origin pursuant to Directive 2004/39/EC to carry out market-making activities;
 - provides to Consob the market-making agreement with the stock exchange operator and/or with the issuer as required by law and by associated implementing provisions applicable in the EU Member State where the market-maker carries out its activity;

- notifies Consob that it intends to carry out or is carrying out market-making activities on Company shares; the market-maker must also immediately notify Consob on the termination of the market-making activity on the same shares.

8.9 The obligations laid down in this Article 8 do not apply where the IR Covered Parties are also MAR Covered Parties and are already required to report the transactions executed in accordance with Article 6 above.

9. Processing of personal data

9.1 For the purposes of this Policy, the Company may be required to handle the personal data of the Covered Persons. Accordingly, the Internal Dealing Parties are hereby informed, pursuant to Regulation (EC) No. 679/2016 (“**GDPR**”) and Legislative Decree No. 196/2003, as amended, of the following:

- the data collected will be processed in paper and electronic format, solely for the purposes of completing the formalities dictated by the applicable internal dealing regulations and this Policy;
- the mandatory nature of the provision of the data;
- the data may be disclosed to the public, Consob, Borsa Italiana and all other competent authorities, in accordance with this Policy and/or applicable laws and regulations;
- the personal data will be retained and processed for the time required to achieve the stated aims and for the time established by applicable provisions of civil and tax law.
- Articles 15 and subs. of the GDPR grant rights to the Internal Dealing Parties (including, but not limited to, the right to access to their personal data, to request that they be rectified, updated and deleted, where incomplete, incorrect or collected in breach of the law, and to object to their processing for legitimate reasons), which may be exercised by contacting the responsible officer indicated below;
- 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, who may be reached at the e-mail address Stefano.Pasotto@wiit.cloud.

9.2 Upon delivery to the Appointed Officer of the completed and signed acceptance letter as per Annex A or Annex B, consent is deemed to have been expressed pursuant to and for the purposes of the GDPR.

10. Changes and additions

- 10.1 The provisions of the Procedure will be updated and/or supplemented under the charge and responsibility of the Board of Directors of the Company, subject to the provisions of law and applicable regulations, and also to the applied experience and practices of the market that may mature in this area.
- 10.2 If it is necessary to update and/or supplement any provision of the Policy as a result of changes in laws or applicable regulations, or of specific requests from supervisory authorities, this Policy shall be accordingly amended and/or supplemented by the Board of Directors.
- 10.3 The amendments and/or supplements to the provisions will be communicated to the MAR Covered Persons and the IR Covered Shareholders with an indication of the date of entry into force of the new or amended provisions. The MAR Covered Persons and the IR Covered Shareholders will be responsible for reporting changes and/or additions to the Persons Connected to MAR Covered Persons and the Persons Connected to IR Covered Shareholders, respectively.

11. Violations

- 11.1 The failure of Covered Persons to comply with the provisions of this Policy may result in the violation of the obligations imposed on the Company as an issuer of shares admitted to trading on the MTA and, in particular, in the application against the Company of a possible range of sanctions (such as a written warning, financial penalties, revocation of the admission of shares on the MTA and publication of the application of financial penalties).
- 11.2 Abuse of Inside Information and market manipulation are criminal offences and may result in the administrative liability of the Company pursuant to Article 187-*quinquies* of the CFA and Article 25-*sexies* of Legislative Decree No. 231/2001.
- 11.3 Where, due to the failure by the Covered Persons to comply with the provisions of this Policy, the Company is alleged to have violated the Stock Market Regulation and/or Instructions, or any other provision of law or regulations (each a “**Violation**”), the Company itself reserves the right to take action against the responsible Covered Persons in order to be held harmless and indemnified, to the maximum extent permitted by law, from any and all costs, expenses, charges or liabilities arising out of or related to such Violations, and in order to be compensated for any and all excess damage.
- 11.4 The competent body to adopt the correct provisions for breach of the Policy is the Company Board of Directors.
- 11.5 If violations of this Policy are due to:
 - (a) a member of the Board of Directors, the director concerned may not participate in the deliberations in order to ascertain the existence and scope of the violation and in the adoption of resulting action;
 - (b) a majority of the members of the Board of Directors, the body responsible for taking appropriate measures shall be the Board of Auditors;
 - (c) an employee, the breach may be considered as a disciplinary offence. In such cases, notice of violations of the Policy and the imposition of sanctions will be given in full accordance with the provisions of Article 7 of Law No. 300 of May 20, 1970 and of employment agreements and contracts, where applicable.

12. Final considerations

- 12.1 The Issuer is absolved of all liability for the non-fulfilment or incomplete or untimely fulfilment by Internal Dealing Parties of their disclosure obligations under the applicable regulations.

ATTACHMENT A
NOTIFICATION FORM FOR MAR COVERED PERSONS AND IR COVERED
SHAREHOLDERS

_____, _____

Re: Communication as per the applicable legislation and the “*Internal Dealing Policy of WIIT S.p.A.*” Inclusion in the list of Internal Dealing Parties

Dear _____,

Pursuant to the internal dealing policy (the “**Internal Dealing Policy**”) adopted by WIIT S.p.A. (the “**Company**” or “**WIIT**”) in accordance with the obligations laid down in Art. 114, paragraph 7, of Legislative Decree No. 58 of February 24, 1998, in compliance with Art. 19 of Regulation (EC) No. 596/2014 and the related European implementing provisions, in addition to Article 114, paragraph 7, of Legislative Decree No. 58 of February 24, 1998, as amended, and the regulation adopted by Consob by resolution no. 11971 of 1999, as amended, we hereby inform you that you have been added to the Company’s list of Internal Dealing Parties (as defined in the Internal Dealing Policy) (the “**List**”).

Please refer to the contents of the Internal Dealing Policy (attached hereto) and the laws and regulations cited therein for information regarding the obligations arising from being included in the List and the related practicalities. In addition, we recall that the abuse of price sensitive information and market manipulation are subject to criminal and administrative sanctions pursuant to applicable legislation.

Please also be advised that you are required to give written notice to the persons closely connected to you of the obligations incumbent upon them under internal dealing legislation and the Internal Dealing Policy. You may use the form appended to the Policy for this purpose, retaining a copy of the notice.

Please acknowledge that you have viewed and accepted this communication and the attached Internal Dealing Policy by signing a copy of the declaration reproduced below.

Kind regards,

I, the undersigned, _____ born in _____ on _____, tax code _____, in my capacity as:

- MAR Covered Person in accordance with the Internal Dealing Policy;
- IR Covered Shareholder in accordance with the Internal Dealing Policy;

(where applicable)

- legal representative of _____, with registered office in _____, tax code and registration number _____ with the companies register of _____, as IR Covered Shareholder of WIIT,

ACKNOWLEDGE

that I have been included in the List of Internal Dealing Parties pursuant to the Internal Dealing Policy adopted by the Company and

DECLARE

that I am aware of the obligations laid down in Community and national legislation in effect from time to time with regard to internal dealing, that I have received adequate information, together with a full copy of the Company’s Internal Dealing Policy, and that I accept its contents and undertake to comply with its provisions, of which I pledge to inform those qualifying as persons closely connected to me in accordance with applicable legislation and the Internal Dealing Policy.

In particular, I undertake: (i) to inform persons closely connected to me of the Internal Dealing Policy in writing; (ii) to retain a copy of the relevant notice; and (iii) to send a copy of the said notice to the Appointed Officer.

I hereby submit the following list of persons closely connected to me.

| LIST OF PERSONS CONNECTED TO THE MAR COVERED PERSON | | |
|--|-------------------------|---------|
| SPOUSE NOT LEGALLY SEPARATED OR CIVIL PARTNER IN ACCORDANCE WITH ITALIAN LAW | | |
| Surname and name | Date and place of birth | Tax No. |
| | | |
| DEPENDENT CHILDREN, INCLUDING OF A SPOUSE | | |
| Surname and name | Date and place of birth | Tax No. |
| | | |
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| IF LIVING TOGETHER FOR AT LEAST ONE YEAR, PARENTS, RELATIVES AND IN-LAWS | | | |
| Surname and name | Date and place of birth | Tax No. | |
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| LEGAL ENTITIES, PARTNERSHIPS OR TRUSTS IN WHICH MANAGERIAL RESPONSIBILITY IS EXERCISED BY A MAR COVERED PERSON OR BY ONE OF THE CONNECTED PERSONS LISTED ABOVE | | | |
| Company name | Registered office | Tax and V.A.T. No. | Position occupied (and indication of the Person Connected to the MAR Covered Person) |
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| LEGAL ENTITIES, PARTNERSHIPS OR TRUSTS CONTROLLED DIRECTLY OR INDIRECTLY BY THE MAR COVERED PERSON OR BY ONE OF THE CONNECTED PERSONS LISTED ABOVE | | | |
| Company name | Registered office | Tax and V.A.T. No. | Percent interest (and indication of the Person Connected to the MAR Covered Person) |
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LEGAL ENTITIES, PARTNERSHIPS OR TRUSTS FORMED FOR THE BENEFIT OF THE MAR COVERED PERSON OR ONE OF THE CONNECTED PERSONS LISTED ABOVE

| Company name | Registered office | Tax and V.A.T. No. | Connected Persons to MAR Covered Persons |
|---------------------|--------------------------|---------------------------|---|
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LEGAL ENTITIES, TRUSTS AND PARTNERSHIPS THE ECONOMIC INTERESTS OF WHICH ARE SUBSTANTIALLY EQUIVALENT TO THOSE OF THE MAR COVERED PERSON OR ONE OF THE CONNECTED PERSONS LISTED ABOVE

| Company name | Registered office | Tax and V.A.T. No. | Connected Persons to MAR Covered Persons |
|---------------------|--------------------------|---------------------------|---|
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| LIST OF PERSONS CONNECTED TO THE IR COVERED SHAREHOLDERS | | | |
|--|-------------------------|--------------------|--|
| SPOUSE NOT LEGALLY SEPARATED OR CIVIL PARTNER IN ACCORDANCE WITH ITALIAN LAW | | | |
| Surname and name | Date and place of birth | Tax No. | |
| | | | |
| DEPENDENT CHILDREN, INCLUDING OF A SPOUSE | | | |
| Surname and name | Date and place of birth | Tax No. | |
| | | | |
| | | | |
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| | | | |
| IF LIVING TOGETHER FOR AT LEAST ONE YEAR, PARENTS, RELATIVES AND IN-LAWS | | | |
| Surname and name | Date and place of birth | Tax No. | |
| | | | |
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| LEGAL ENTITIES, PARTNERSHIPS AND TRUSTS IN WHICH THE IR COVERED SHAREHOLDER OR ONE OF THE PERSONS CONNECTED LISTED ABOVE PERFORM MANAGERIAL FUNCTIONS, INDIVIDUALLY OR JOINTLY | | | |
| Company name | Registered office | Tax and V.A.T. No. | Position occupied (and indication of the Person Connected to the IR Covered Shareholder) |
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LEGAL ENTITIES CONTROLLED DIRECTLY OR INDIRECTLY BY THE IR COVERED SHAREHOLDER OR BY ONE OF THE PERSONS CONNECTED LISTED ABOVE

| Company name | Registered office | Tax and V.A.T. No. | Percent interest (and indication of the Person Connected to the IR Covered Shareholder) |
|--------------|-------------------|--------------------|---|
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PARTNERSHIPS WHOSE ECONOMIC INTERESTS ARE SUBSTANTIALLY EQUIVALENT TO THOSE OF THE IR COVERED SHAREHOLDER OR ONE OF THE PERSONS CONNECTED LISTED ABOVE

| Company name | Registered office | Tax and V.A.T. No. | Person Connected to the IR Covered Shareholder |
|--------------|-------------------|--------------------|--|
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TRUSTS CREATED FOR THE BENEFIT OF THE IR COVERED SHAREHOLDER OR ONE OF THE PERSONS CONNECTED LISTED ABOVE

| Company name | Registered office | Tax and V.A.T. No. | Person Connected to the IR Covered Shareholder |
|--------------|-------------------|--------------------|--|
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_____ , _____

Pursuant to Art. 13 of Regulation (EU) No 2016/679 and applicable national legislation, I, the undersigned, hereby declare that I have received a full policy statement from the data controller at WIIT and grant my consent to the disclosure and dissemination of my personal, identifying and sensitive data pursuant to Art. 9 of the Internal Dealing Policy accepted above.

_____ , _____

ATTACHMENT B

**NOTIFICATION FORM FOR PERSONS CONNECTED TO MAR COVERED PERSONS
AND PERSONS CONNECTED TO IR COVERED SHAREHOLDERS**

_____, _____

Re: Communication as per the *Internal Dealing Policy of WIIT S.p.A.* Inclusion in the list of Internal Dealing Parties

Dear _____,

in accordance with applicable legislation and the internal dealing policy (the “**Internal Dealing Policy**”) adopted by WIIT S.p.A. (the “**Company**”), of which I am a [*director / statutory auditor / member of key management personnel / covered shareholder / [•]*], I hereby inform you that I intend to identify you as a person closely connected to me. Accordingly, you will be included in the Company’s list of Internal Dealing Parties (the “**List**”).

Please refer to the contents of the Internal Dealing Policy (attached hereto) and the laws and regulations cited therein for information regarding the obligations arising from being included in the List and the related practicalities. We recall that the abuse of price sensitive information and market manipulation are subject to criminal and administrative sanctions pursuant to applicable legislation.

Please review the contents of the Internal Dealing Policy and sign below in acknowledgement and acceptance.

Kind regards,

ATTACHMENT C

FORM FOR NOTIFICATION AND COMMUNICATION TO THE PUBLIC OF MAR RELEVANT TRANSACTIONS

| | | |
|----------|--|--|
| 1 | Data on the person engaged in administrative, supervisory or management roles or on the Connected Person | |
| a) | Name | <i>[For natural persons: name and surname.]</i> <i>[For legal persons: full name, including its legal form as provided for in the register in which it is entered, if applicable.]</i> |
| 2 | Reason for notification | |
| a) | Position/role | <i>[For persons who perform administrative, supervisory or managerial functions: specify the post (for example, Chief Executive Officer, Finance Director) held within the issuer, the emission allowance market participant, the auction platform, auctioneer and valuer, and auction monitor.]</i> <i>[For Connected Persons,</i> <i>- indication that the notification relates to a Connected Person associated to a person engaged in an administrative, supervisory or management role;</i> <i>- full name and position of the Covered Person engaged in an administrative, supervisory or management role.]</i> |
| b) | Initial notification or modification | <i>[Indication of whether this is an initial notification or a modification of a previous notification. In the case of an amendment, please explain the error that will be corrected with this notification.]</i> |
| 3 | Data relating to the issuer, the emission allowance market participant, the auction platform, the auctioneer and valuer, and the auction monitor | |
| a) | Name | <i>[Full name of the entity.]</i> |
| b) | LEI | <i>[Legal Entity Identifier (LEI) code in conformity with ISO 17442.]</i> |
| 4 | Data relating to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place in which the transactions were made | |

| a) | Description of the financial instrument, type of instrument Identification Code | <p>[— Indicate the nature of the instrument:</p> <ul style="list-style-type: none"> - a share, a debt instrument, a derivative or a financial instrument related to a share or debt instrument; - an emission allowance, a product subject to auction on the basis of emission allowances or a derivative on emission allowances. <p>— The instrument's Identifier Code as defined in the Commission's Delegated Regulation which incorporates Regulation (EU) No. 600/2014 of the European Parliament and of the Council with regard to technical regulatory standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014.]</p> | | | | |
|----------|--|---|----------|-----------|--|--|
| b) | Nature of the transaction | <p>[Description of the type of transaction by using, if necessary, the types of transactions established by Article 10 of the Commission's Delegated Regulation (EU) 2016/522 adopted pursuant to Article 19, paragraph 14, of Regulation (EU) No. 596/2014 or one of the specific examples under Article 19, paragraph 7 of Regulation (EU) No. 596/2014.</p> <p>Pursuant to Article 19, paragraph 6e) of Regulation (EU) No. 596/2014, specify whether the transaction is related to the use of share option programmes]</p> | | | | |
| c) | Price(s) and volume(s) | <table border="1" data-bbox="584 1059 1404 1182"> <thead> <tr> <th data-bbox="584 1059 938 1126">Price(s)</th> <th data-bbox="938 1059 1404 1126">Volume(s)</th> </tr> </thead> <tbody> <tr> <td data-bbox="584 1126 938 1182"> </td> <td data-bbox="938 1126 1404 1182"> </td> </tr> </tbody> </table> <p>[If several transactions of the same nature (purchase, sale, borrowing and lending, etc.) on the same financial instrument or on the same emission allowance are carried out in the same day and in the same place, specify the prices and volumes of these transactions in this field and on two columns as shown above, and inserting all the lines necessary.</p> <p>Use the standards relating to data on price and volume, including, if necessary, the currency of the price and the currency of the volume, as defined by EU Commission Delegated Regulation supplementing EU Regulation No. 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards on the reporting of transactions to the competent authorities, adopted under Article 26 of Regulation (EC) No. 600/2014.]</p> | Price(s) | Volume(s) | | |
| Price(s) | Volume(s) | | | | | |
| | | | | | | |

| | | |
|----|--|--|
| d) | Aggregate information – Aggregate volume – Price | <p><i>[The volumes of the multiple transactions are aggregated when such transactions:</i></p> <ul style="list-style-type: none"> <i>— refer to the same financial instrument or the same emission quota;</i> <i>— are of the same nature;</i> <i>— are executed on the same day and</i> <i>— are executed in the same place;</i> <p><i>Use the standards relating to data on volume, including if necessary, the currency of the volume, as defined by EU Commission Delegated Regulation supplementing EU Regulation No. 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards on the reporting of transactions to the competent authorities, adopted under Article 26 of Regulation (EC) No. 600/2014.]</i></p> <p><i>[Data on prices:</i></p> <ul style="list-style-type: none"> <i>— in case of a single transaction, the transaction price;</i> <i>— in case the volumes of multiple transactions are aggregated: the weighted average price of the aggregate transactions.</i> <p><i>Use the standards relating to data on price, including if necessary, the currency of the price, as defined by EU Commission Delegated Regulation supplementing EU Regulation No. 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards on the reporting of transactions to the competent authorities, adopted under Article 26 of EU Regulation No. 600/2014.]</i></p> |
| e) | Transaction date | <p><i>[Date of execution of the notified transaction. Use standard ISO 8601: YYYY-MM-DD; UTC.]</i></p> |
| f) | Place of transaction | <p><i>[Name and identifier code of the trading venue in accordance with the MiFID, the systematic internaliser or the organised trading platform outside of the Union in which the transaction was carried out as defined by the Commission’s Delegated Regulation which incorporates Regulation (EU) No. 600/2014 of the European Parliament and of the Council as regards technical regulatory standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014, or</i></p> <p><i>If the transaction was not carried out at one of the above locations, indicate ‘outside a trading venue’.]</i></p> |

ANNEX D

FORM FOR NOTIFICATION AND COMMUNICATION OF IR RELEVANT TRANSACTIONS

| | | |
|-----------------|---|--|
| 1 | Data relating to the person holding shares equivalent to at least 10 per cent or who controls the listed issuer or to the connected person | |
| a) ^a | Name | <p><i>For natural persons:</i></p> <p>Name:</p> <p>Surname:</p> <p><i>For legal persons:</i></p> <p>Name:</p> |
| 2 | Reason for notification | |
| a) | Reason for notification | <p><i>Person who holds shares comprising at least 10% of the listed issuer:</i> <input type="checkbox"/></p> <p><i>Person who controls the listed issuer:</i> <input type="checkbox"/></p> <p>-----</p> <p><i>Connected person</i> <input type="checkbox"/></p> <p>Specify that the notification concerns a person connected person to:</p> <p><i>For natural persons:</i></p> <p>Name:</p> <p>Surname:</p> <p><i>For legal persons:</i></p> <p>Name:</p> |
| b) ^b | Initial notification/ modification | <p>Initial notification: <input type="checkbox"/></p> <p>Modification of the previous notification <input type="checkbox"/></p> <p>Reason for modification:</p> |
| 3 | Issuer data | |
| a) ^c | Name | |

^a Data relating to party undertaking the transaction

[For natural persons: name and surname.]

[For legal persons: full name, including its legal form as provided for in the register in which it is entered, if applicable.]

^b [indication of whether this is an initial notification or a modification of a previous notification. In the case of a modification please explain the error that will be corrected with this notification.]

| b) ^d | LEI | | | | | |
|-----------------|--|--|----------|-----------|--|--|
| 4 | Data relating to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place in which the transactions were made | | | | | |
| a) | Description of the financial instrument, type of instrument Identification Code | | | | | |
| b) ^e | Nature of the transaction | | | | | |
| c) ^f | Price(s) and volume(s) | <table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table> | Price(s) | Volume(s) | | |
| Price(s) | Volume(s) | | | | | |
| | | | | | | |
| d) ^g | Transaction date | | | | | |
| e) | Place of transaction | Name of the trading venue: Identification Code: "Outside a trading venue": <input type="checkbox"/> | | | | |

^c [Full name of the entity.]

^d [Legal Entity Identifier Code, compliant with the LEI code referred to in the ISO 17442 standard.]

^e [Purchase, sale, subscription or exchange].

^f [If multiple transactions of the same nature are executed on the same day and in the same place, indicate in aggregate form the total volume and the average weighted price of the transactions].

^g [The date of the notified transaction's execution date. Use standard ISO 8601: YYYY-MM-DD; UTC.]