



PRESS RELEASE

THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF UNIDATA S.P.A.:

IN ORDINARY SESSION

- **APPROVED THE DRAFT FINANCIAL STATEMENTS AS OF 31 DECEMBER 2023 AND ACKNOWLEDGED THE CONSOLIDATED FINANCIAL REPORT AND THE SUSTAINABILITY REPORT AS OF 31 DECEMBER 2023**
- **APPROVED THE DIVIDEND PROPOSAL OF EURO 0.01 PER SHARE AND THE ALLOCATION OF RESERVES**
- **APPOINTED THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEARS 2024-2025-2026**
- **APPROVED THE REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID**
- **AUTHORIZED THE PURCHASE AND DISPOSAL OF TREASURY SHARES**
- **INTEGRATED THE BOARD OF STATUTORY AUDITORS' REMUNERATION**

IN EXTRAORDINARY SESSION

- **APPROVED THE PROPOSAL TO STRENGTHEN THE INCREASED VOTING SYSTEM**
- **APPROVED THE AMENDMENT OF TITLE IV OF THE STATUTE**

Roma, 10 May 2024 – Unidata S.p.A. (UD.MI) (the “Company”), telecommunications, cloud and IoT services operator, listed on the Euronext Milan market – STAR Segment, organized and managed by Borsa Italiana S.p.A., announces that the Ordinary and Extraordinary Shareholders’ Meeting was held on today’s date, chaired by Mr Renato Brunetti.

ORDINARY SESSION

APPROVAL OF THE DRAFT FINANCIAL STATEMENTS AS OF 31 DECEMBER 2023 AND ACKNOWLEDGMENT OF THE CONSOLIDATED FINANCIAL REPORT AND OF THE SUSTAINABILITY REPORT AS OF 31 DECEMBER 2023

The Ordinary Shareholders’ Meeting examined and approved the Financial Statements as of 31 December 2023 and examined the Consolidated Financial Report as of 31 December 2023. Below the main consolidated economic-financial results of the Unidata Group as of 31 December 2023:

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- **Total reported revenues:** € 93.3 million (€ 51.3 million)¹ **+82% YoY**
- **Total pro forma revenues:** € 100.7 million (€ 51.3 million) **+96% YoY**
- **Adjusted EBITDA reported:** € 24.4 million (€ 16.2 million) **+50% YoY**; **Adjusted EBITDA Margin reported:** 26.1%
- **Pro forma Adjusted EBITDA:** € 26.1 million (€ 16.2 million) **+61% YoY**; **Adjusted EBITDA Margin pro forma:** 25.9%
- **Reported Adjusted EBIT:** € 14.3 million (€ 10.7 million) **+33% YoY**; **Adjusted EBIT Margin reported:** 15.3%
- **Pro forma Adjusted EBIT:** € 15.7 million (€ 10.7 million) **+46% YoY**; **Adjusted EBIT Margin pro forma:** 15.6%
- **Net Financial Debt:** € 47.9 million (€ 9.6 million as of 31 December 2022)

In the same context, the Ordinary Shareholders' Meeting acknowledge the Sustainability Report relating to the 2023 financial year. The Sustainability Report is conceived as a tool for presenting the commitments, strategies, the organizational management method of the structure and the company results, expressed in their triple economic, environmental and social aspect which qualifies the Company in the ESG context.

For any further information, please refer to the press release issued on 28 March 2024 following the resolution of the Board of Directors to approve the draft Financial Statements as of 31 December 2023, examination of the Consolidated Financial Report and of the Sustainability Report as of 31 December 2023 and available on the Company's website www.unidata.it in the Investors/Financial Press Releases section.

ALLOCATION OF THE 2023 FISCAL YEAR PROFIT

The Ordinary Shareholders' Meeting approved the allocation of the 2023 fiscal year profit equal to € 6,813,059:

- **€ 340,653 to increase the legal reserve;**
- **€ 303,492 to be allocated as dividend (€ 0.01 per share, excluding treasury shares);**
- **€ 6,168,914 to be carried forward to the following financial year.**

¹ Data in parentheses refer to the economic data of Unidata S.p.A. alone as of December 31, 2022, thus do not take into account the TWT Group.

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The Company announces that the dividend will be paid starting from 12 June 2024, subject to ex-dividend date on 10 June 2024. The date of legitimacy for payment (record date) is set for 11 June 2024.

APPOINTMENT OF THE BOARD OF DIRECTORS

The ordinary Shareholders' Meeting appointed, with the list voting mechanism, the new Board of Directors of Unidata, previously defining the number of members at 9 (nine) and establishing 3 financial years (and so on until the date of the Shareholders' Meeting called for the approval of the financial statements as of 31 December 2026) the duration of the related assignment.

The Board of Directors appointed by today's Shareholders' Meeting is therefore composed of the following members:

1. Renato Brunetti - Chairman
2. Marcello Vispi
3. Gianpaolo Rossini
4. Paolo Bianchi
5. Barbara Ricciardi
6. Stefania Argentieri Piuma
7. Alessandra Bucci
8. Maurizio Tucci

taken from the majority list ("**List no. 1**"), presented by the shareholder Uninvest S.r.l. owner of no. 17,000,000 shares of the Company, representing 55.04% of Unidata's share capital and 70.41% of the related voting rights - which obtained the favourable vote of 91.083% of the total voting rights represented at the Shareholders' Meeting;

9. Luca Annibaletti

taken from the minority list ("**List no. 2**"), presented by the shareholder Upperhand S.r.l. owner of no. 1,904,760 shares of the Company, representing 6.17% of Unidata's share capital and 3.94% of the related voting rights - which obtained the favourable vote of 8.916% of the total voting rights represented at the Shareholders' Meeting;

The Board of Directors thus composed complies with the recent provisions on gender quotas in the corporate bodies of listed companies (art. 147-ter, paragraph 1-ter, of the TUF, as amended by Budget Law no. 160/2019).

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On the basis of the documentation produced by the interested parties to the Company, the directors Barbara Ricciardi, Alessandra Bucci, Stefania Argentieri Piuma and Luca Annibaletti declared that they possess the independence requirements established by the art. 148, paragraph 3, of Legislative Decree 58/1998 (the "TUF"), as referred to in the art. 147-ter, paragraph 4, of the TUF, as well as of the Corporate Governance Code.

In execution of the provisions of the art. IA.2.6.7, paragraph 3, of the Instructions to the Stock Market Regulations, the following direct shareholdings in Unidata were declared by the Directors on the date of appointment: Renato Brunetti (Chairman) direct owner of no. 610,000 shares of Unidata S.p.A.; Marcello Vispi direct owner of n. 600,000 shares of Unidata S.p.A.; and Giampaolo Rossini direct owner of n. 500,237 shares of Unidata S.p.A.. Based on what the Company is aware of, none of the remaining members of the Board of Directors is, at the time of appointment, a direct owner of shares of Unidata S.p.A..

The ordinary Shareholders' Meeting also confirmed Renato Brunetti as Chairman of the Board of Directors.

The Shareholders' Meeting also determined the overall gross annual fixed compensation due to the members of the Board of Directors at € 400,000.00, including the compensation paid to the members of the internal committees appointed by the Board, it being understood that the additional fixed and variable compensation in favour of the members of the Board of Directors invested with particular roles will be determined by the Board of Directors, after consulting the Remuneration Committee and the Board of Statutory Auditors, in compliance with the criteria determined by the Remuneration Policy adopted by the Company.

The relative curricula vitae and further supporting documentation are available to the public at the Company's registered office, on the website www.unidata.it, "Corporate Governance/Shareholders' Meeting" section, and on the "1info" storage mechanism (www.1info.it).

REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID

The Shareholders' Meeting approved with binding vote, pursuant to and for the purposes of the provisions of the art. 123-ter, paragraphs 3-bis and 3-ter, of the TUF, the remuneration policy described in the first section of the "Report on the remuneration policy and compensation paid" and expressing itself in favour, pursuant to and for the effects of the art. 123-ter, paragraph 6, of the TUF, the second section of the "Report on the remuneration policy and compensation paid".

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For further information, please refer to the related "Report on the Remuneration Policy and compensation paid" available on the website www.unidata.it, "Corporate Governance/Shareholders' Meeting" section, and on the "1info" storage mechanism (www.1info.it).

AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

The Shareholders' Meeting authorised, for a period of 18 months starting from the date of authorization by the Shareholders' Meeting itself, the purchase and disposal of treasury shares, in line with current legislation, subject to revocation of the authorization granted by the Shareholders' Meeting on 14 April 2023 for the unexecuted part. In particular, the purchase of own shares may take place, in one or more solutions, up to a maximum number not exceeding 10% of the Company's share capital, pursuant to art. 2357 and 2357-ter of the Civil Code and to the following terms and conditions:

- the shares may be purchased until the end of the eighteenth month from the date of this resolution; the last purchase made by that date must involve a number of shares such as to allow compliance with the overall limit of 10% set above;
- at a price no higher than 25% and no lower than 25% compared to the official stock market prices recorded in the stock market session preceding the sale transaction as established by the Board of Directors having regard to the nature of the transaction and best practice in the field;
- the purchase may be done according to any of the methods provided for and permitted by current legislation, including Regulation (EU) 596/2014 and the related implementing provisions, as well as, possibly, by market practices permitted and recognized by Consob.

The main objectives underlying the authorization are the following: (i) to carry out activities to promote liquidity and manage the volatility of the stock market price of the Company's shares and, in particular, intervene in the context of contingent market situations, facilitating trading on the security in times of low liquidity on the market and favouring the regular progress of trading and, in any case, within the limits established by the legislative and regulatory provisions in force, as well as, possibly, in compliance with the market practice permitted pursuant to art. 180, paragraph 1, letter c), of the TUF relating to the activity of supporting market liquidity; (ii) as part of actions connected to future industrial and financial projects consistent with the strategic lines that the Company intends to pursue also through exchange, trade-in, contribution, transfer or other act of disposal of own shares for the acquisition of shareholdings or packages equity, for industrial projects or other extraordinary finance operations that involve the assignment or disposal of own shares (such as, for example, mergers, demergers, bond issues convertible into shares,

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liquidation of shares on the market for operations to optimize the financial structure); (iii) pursue an efficient use of the liquidity generated by the Company's core business, including through medium and long-term investments in own shares; and (iv) implement the remuneration policies adopted by the Company and specifically fulfil the obligations deriving from the compensation plans based on financial instruments pursuant to art. 114-bis of the TUF already adopted by the Company and any other plans that may be approved in the future, including any programs for the free assignment of shares to Shareholders.

The Company currently holds no. 575,761 treasury shares in portfolio, equal to 1.8641% of the share capital.

The disposal of the treasury shares purchased pursuant to this resolution may take place in one or more solutions, in whole or in part, in the ways deemed most appropriate in the interests of the Company and in compliance with the legislative and regulatory provisions and the practices admitted pro tempore in force. The disposal of treasury shares is granted without time limits.

For any further information, please refer to the explanatory report of the Board of Directors on the agenda of the ordinary meeting, available on the website www.unidata.it, section "Corporate Governance/Shareholders' Meeting" and on the storage mechanism "1info" (www.1info.it).

INTEGRATION OF THE BOARD OF AUDITORS' COMPENSATION

The Shareholders' Meeting approved the proposal to integrate the overall compensation of the Board of Statutory Auditors as formulated by the shareholder Uninvest S.r.l., taking into account the change in the size and complexity of Unidata S.p.A., given the recent incorporations, following the merger of TWT S.p.A., UNITWT S.p.A., and Berenix S.r.l. companies as well as the translisting of the Company itself to the regulated market Euronext Milan - STAR Segment, determining the gross annual emolument of each standing auditor at € 27,000.00 and the gross annual emolument of the President of the Board of Statutory Auditors at € 40,000.00.

EXTRAORDINARY SESSION

PROPOSAL TO STRENGTHEN THE INCREASED VOTING SYSTEM

The Shareholders' Meeting resolved to modify the art. 8 of the Articles of Association in order to implement the provisions of the law. n. 21/2024 ("Capital Law") regarding the strengthening of the voting system.

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The aforementioned statutory amendment will be effective from the date of registration of the minutes of the Extraordinary Shareholders' Meeting in the competent Company Register; the registration of the minutes will be communicated by the Company in accordance with the law and regulations.

Please note that shareholders who did not participate in the adoption of the resolution (i.e. shareholders who did not attend the Shareholders' Meeting or who voted against the proposed resolution or who abstained from voting) relating to the strengthening of the increased voting rights (amendment of art. 8 of the Articles of Association) will be able, without any obligation to do so, to exercise the right of withdrawal ("**Withdrawing Shareholders**") pursuant to art. 2437-bis of the Civil Code starting from the date of registration of the resolution with the competent Company Register; the effectiveness of the aforementioned statutory amendment has therefore been decisively conditioned (and therefore the strengthening of the increased voting system and the right of withdrawal will cease) on the fulfilment of the following resolute condition:

- the amount of money to be paid by Unidata to the Withdrawing Shareholders exceeds the overall amount of Euro 1 million.

The Company may however, in any case, waive this termination condition, even if it occurs.

For any further information, please refer to the explanatory report of the Board of Directors on the agenda of the Extraordinary Shareholders' Meeting, available on the website www.unidata.it, section "Corporate Governance/Shareholders' Meeting" and on the "1info" storage mechanism " (www.1info.it), while further information relating to the exercise of the right of withdrawal by shareholders who did not participate in the adoption of the resolution relating to the «strengthening of the increased voting system» (i.e. shareholders who were absent, abstained or dissenting) will be provided in accordance with applicable legislative and regulatory provisions.

AMENDMENT OF TITLE IV (SHAREHOLDERS' MEETING) OF THE ARTICLES OF ASSOCIATION

The Extraordinary Shareholders' Meeting of Unidata approved the proposed amendments to the art. 14 and 16 of the Articles of Association, mainly concerning the methods of intervention and representation in the Shareholders' Meeting with the aim of reflecting in the Articles of Association some provisions contained in law no. 21 of 5 March 2024 (so-called "Capital Law"), which came into force on 27 March 2024.

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For any further information, please refer to the explanatory report of the Board of Directors on the agenda of the Extraordinary Shareholders' Meeting, available on the website www.unidata.it, section "Corporate Governance/Shareholders' Meeting" and on the "1info" storage mechanism (www.1info.it).

The new Articles of Association of the Company, as amended by today's Extraordinary Shareholders' Meeting (art. 8, art. 14 and art. 16), will be available for consultation at the registered office, at the authorized storage mechanism "1info" (www.1info.it) and on the Company's website www.unidata.it, "Corporate Governance/Corporate Documents and Procedures" section within the legal deadlines.

STORAGE OF DOCUMENTATION

The Minutes of the Shareholders' Meeting and the Summary Report of the votes will be made available to the public within the legal deadlines at the registered office in Rome, as well as by publication on the website www.unidata.it, section "Corporate Governance/Shareholders' Meeting", and on the "1info" storage mechanism (www.1info.it).

This press release is available on Borsa Italiana, on the "1info" storage mechanism (www.1info.it) and on the Company's website www.unidata.it in the Investors/Press Releases section.

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Unidata S.p.A., a Telecommunications, Cloud and IoT Operator, was founded in 1985 by three partners still in the Company. With a fiber optic network of over 6,800 km in continuous expansion, a wireless network and a proprietary data center, the Unidata Group supplies over 23,000 business, wholesale and residential customers with ultra-broadband connectivity services with FTTH (Fiber to the Home) network architectures, wireless connectivity, VoIP services, Cloud services and other dedicated solutions, with a high level of reliability and security. The company is also active in the Internet of Things (IoT), with the development and supply of solutions for the home automation and Smart City market.

Unidata S.p.A. ISIN CODE: IT0005573065 (Reuters UD MI - Bloomberg UD IM) is listed on Euronext Milan – STAR segment of Borsa Italiana.

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