



**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF WIIT S.P.A. ON THE FIRST ITEM OF THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING CALLED FOR MAY 4, 2023 IN SINGLE CALL, PREPARED PURSUANT TO ARTICLE 125-TER OF LEGISLATIVE DECREE NO. 58 OF FEBRUARY 24, 1998 AND ARTICLE 84-TER OF THE REGULATION ADOPTED BY CONSOB RESOLUTION NO. 11971/1999**

**WIIT SpA - Sede Legale Amministrativa e Direzione Generale:**

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Via Muzio Attendolo detto Sforza n. 7  
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**Sede operativa  
di Roma:**

Via Ercolano Salvi 12/18  
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**Sede operativa  
di Castelfranco Veneto:**

Piazza della Serenissima 20  
31033 Castelfranco Veneto (TV)

**Sede operativa  
di Cuneo:**

Via della Magnina 1  
12020 Cuneo

**Sede operativa  
di Carpi:**

Via delle Mondine 6/8  
41012 Carpi (MO)



Dear Shareholders,

this report (the “**Report**”) was prepared by the Board of Directors of WIIT S.p.A. (“**WIIT**” or the “**Company**”) in accordance with Article 125-*ter* of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented (the “**CFA**”) and Article 84-*ter* of the Regulation adopted with Consob Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”), to outline the following first item on the Agenda of the ordinary Shareholders’ Meeting called for May 4, 2023, in single call:

**1. Financial statements for the year ended December 31, 2022:**

**1.1 approval of the Separate Financial Statements for the year ended December 31, 2022, accompanied by the Directors’ Report, the Board of Statutory Auditors’ Report and the Independent Auditors’ Report;**

**1.2 allocation of the result for the year and distribution of a dividend.**

\* \* \*

The financial statements for the year ended December 31, 2022, prepared in accordance with the IAS/IFRS international accounting standards issued by the IASB (International Accounting Standards Board), show a profit for the year of Euro 6,011,746.

For an analysis of the results and performance of operations, reference should be made to the report and explanatory notes of the Board of Directors on the Company's situation and performance, the 2022 Corporate Governance and Ownership Structure Report, and the Board of Statutory Auditors’ and Independent Auditors’ Reports.

All the documentation relating to this item on the Agenda will be made available to the public in the manner and according to the terms provided for by applicable legal and regulatory provisions and will be available for consultation at WIIT's registered office in Milan, via dei Mercanti n. 12, on the Company's website ([www.wiit.cloud](http://www.wiit.cloud)), in the section “Company - Corporate Governance - Shareholders’ Meeting”, and at the authorized storage mechanism “eMarket STORAGE” ([www.emarketstorage.com](http://www.emarketstorage.com)). The shareholders have the right to obtain a copy.

In light of the above, we invite you to approve the financial statements for the year ended December 31, 2022 and the accompanying reports. We also propose to allocate the profit for the year of Euro 6,011,746 as a dividend, and to distribute to the shareholders a dividend of Euro 0.30 gross for each share outstanding and entitled to dividend payment on the scheduled dividend date, using, in order of priority, Euro 6,011,746 from the profit for the year and a maximum of Euro 2,394,452 from the “Retained Earnings” reserve. No amount will be deducted from the net profit for the year to be allocated to the legal reserve because this exceeds one-fifth of the Company's share capital as per the requirements of Article 2430 of the Civil Code. If approved by the Shareholders' Meeting, it is proposed that the dividend be paid according to the following schedule: ex-dividend date May 8, 2023 (ex date), entitlement date May 9, 2023 (record date) and dividend payment date May 10, 2023 (payment date).

\* \* \*

In consideration of the above, we propose passing the following motions:

“*The Shareholders' Meeting of WIIT S.p.A.,*

- *having examined the draft financial statements for the year ended December 31, 2022, which show a profit of Euro 6,011,746;*
- *having acknowledged the Directors' Report on the Company's situation and management performance (which also includes the Corporate Governance and Ownership Structure Report), the Board of Statutory Auditors’ Report and the report of the independent audit firm, Deloitte &*



*Touche S.p.A.;*

- *having examined the explanatory report of the Board of Directors and the proposals contained therein;*
- *having acknowledged that the Company's legal reserve is at least equal to one-fifth of the Company's share capital as per the requirements of Article 2430 of the Civil Code,*

*resolves*

1. *to approve the financial statements for the year ended December 31, 2022, supported by the relative reports;*
2. *to approve the allocation of the profit for the year of Euro 6,011,746 as a dividend, and to distribute to the shareholders a dividend of Euro 0.30 gross for each share outstanding and entitled to dividend payment on the scheduled dividend date, using, in order of priority, Euro 6,011,746 from the profit for the year and a maximum of Euro 2,394,452 from the "Retained Earnings" reserve, to be paid according to the following schedule: ex-dividend date May 8, 2023 (ex date), entitlement date May 9, 2023 (record date) and dividend payment date May 10, 2023 (payment date).*



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This Report is available at the Company's registered office in Milan, Via dei Mercanti 12, on the Company's website ([www.wiit.cloud](http://www.wiit.cloud)), in the Section "Company - Corporate Governance - Shareholders' Meeting", and at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Milan, March 15, 2023

For the Board of Directors  
The Chairperson  
(Riccardo Sciutto)