



**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF WIIT S.P.A. ON THE SECOND 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:**

Via dei Mercanti, 12 - 20121 Milano - Tel. +39 02 366 075 00 - Fax: +39 02 366 075 05 - Capitale sociale € 2.802.066 i.v. - CF / PIVA 01615150214 - REA Milano n. 1654427

[wiit.cloud](https://wiit.cloud) | [info@wiit.cloud](mailto:info@wiit.cloud)

**Sede operativa  
di Milano:**

Via Muzio Attendolo detto Sforza n. 7  
20141 Milano

**Sede operativa  
di Roma:**

Via Ercolano Salvi 12/18  
00143 Roma

**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 second item on the Agenda of the ordinary Shareholders’ Meeting called for May 4, 2023, in single call:

## **2. Appointment of a Director to supplement the Board of Directors.**

\* \* \*

We note that the Shareholders’ Meeting held on May 5, 2021 appointed the members of the Board of Directors for the three-year period 2021 - 2023, setting their number at 9, and establishing a term of office until the date of the Shareholders’ Meeting called to approve the 2023 financial statements.

As previously reported, on August 29, 2022, Non-Executive Director of the Company Mr. Stefano Dario resigned from his position as WIIT Director, effective immediately, for personal reasons and also taking into account the completion of the process to integrate Matika S.p.A. into the WIIT Group.

At its meeting held on September 13, 2022, with the opinion of the Company’s Appointments and Remuneration Committee and the approval of the Board of Statutory Auditors, the Board of Directors resolved to co-opt Ms. Chiara Grossi as Non-Executive Director, replacing Mr. Stefano Dario.

Article 2386 of the Civil Code provides that the Director appointed by the Board of Directors to replace the Director who ceased to serve during the year remains in office “*until the next Shareholders’ Meeting,*” and as such it is necessary to submit to the Shareholders’ Meeting a proposal for the appointment of a Director to supplement the Board.

We note that the slate voting procedure does not apply to the appointment of the new member of the Board of Directors, as this is not a case of a full renewal of the administrative body, and, in accordance with Article 15 of the By-Laws, the Shareholders’ Meeting shall pass resolutions with the statutory majorities.

In this regard - following evaluation by the Appointments and Remuneration Committee and in compliance with the requirements of the law and By-Laws regarding the composition of the administrative body - we propose that you supplement the Board of Directors by confirming the previously co-opted Director, Ms. Chiara Grossi, who has accepted the candidacy.

This is without prejudice to the Shareholders’ right to submit additional motions on this Agenda item as indicated in the Shareholders’ Meeting call notice available at the Company’s registered office, on its 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)). Documentation submitted must be accompanied by (i) statements in which each candidate accepts his or her candidacy and attests, under his or her own responsibility, that he or she meets the requirements of the law and the By-Laws for the position, (ii) a professional curriculum vitae, containing a comprehensive overview of personal and professional characteristics, and (iii) where applicable, a statement of eligibility to qualify as independent.

Finally, we note that the new Director’s term in office - once they are appointed by the Shareholders’ Meeting - will conclude, along with that of the entire Board of Directors, with the approval of the 2023 financial statements.



\* \* \*

In consideration of the foregoing, we propose that you pass the following motion:

*“The Shareholders’ Meeting of WIIT S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein,*

*resolves*

- 1. to appoint as Director to supplement the Board of Directors, confirming the Director already co-opted for the position, Ms. Chiara Grossi, born in Bagno a Ripoli (FI), on September 23, 1982, tax code GRS CHR 82P63 A564P, of Italian citizenship, with a term of office that concludes with that of the current Board of Directors and, therefore, until the Shareholders' Meeting called to approve the financial statements at December 31, 2023.”*

\* \* \*

Attached is the statement by which Ms. Chiara Grossi accepts her candidacy and attests, under her own responsibility, that she meets the legal and By-Law requirements, accompanied by her professional curriculum vitae, which contains comprehensive information on her personal and professional characteristics.

\* \* \*

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)