

ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF WIIT S.P.A. ON THE FOURTH ITEM OF THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING CALLED FOR APRIL 29, 2026 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

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 fourth item on the Agenda of the ordinary Shareholders’ Meeting called for April 29, 2026, in single call:

4. Appointment of a Director to supplement the Board of Directors following co-optation.

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We note that the Shareholders’ Meeting held on May 16, 2024 appointed the members of the Board of Directors for the three-year period 2024 - 2026, setting their number at 9, and establishing a term of office until the date of the Shareholders’ Meeting called to approve the 2026 financial statements.

As previously reported, on May 23, 2025, the Company formalized a redefined relationship with Francesco Baroncelli (who did not, upon appointment, qualify as an Independent Director), then Executive Director in the role of the Company’s Chief Mergers & Acquisition Officer. This change saw Mr. Baroncelli resign from his position as Director of the Company with immediate effect to pursue new professional challenges, and WIIT enter into an advisory agreement with a company owned by said Director. The agreement is designed to support the Group in identifying and analyzing new external acquisition and investment opportunities and in the related activities of negotiating potential acquisition and integration transactions.

On the same date, and with the opinion of the Company’s “Appointments and Remuneration Committee” and with the approval of the Board of Statutory Auditors, the Board of Directors resolved to co-opt Mr. Stefano Pasotto as Non-Executive Director to replace Mr. Francesco Baroncelli.

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, Mr. Stefano Pasotto, who has accepted the candidacy.

This is without prejudice to the Shareholders’ right to submit additional motions on this Agenda item pursuant to Article 126-*bis* of the Consolidated Finance Act, as indicated in the Shareholders’ Meeting call notice available at the Company’s registered office, on its website (www.wiit.cloud),

in the Section "Company - Corporate Governance - Shareholders' Meeting" and at the authorized storage mechanism "eMarket STORAGE " (www.emarketstorage.com). Documentation submitted must be accompanied by (i) statements in which each candidate accepts his or her candidacy and the role 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 (including the attestation pursuant to Article 2383, paragraph 1 of the Civil Code), (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 2026 financial statements.

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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;*
- *having examined the documentation issued by the candidate in accordance with Article 2383, paragraph 1 of the Civil Code,*

resolves

1. *to appoint as Director to supplement the Board of Directors, confirming in the office the Director previously co-opted, Mr. Stefano Pasotto, born in Cernusco sul Naviglio (MI), on 27/10/1973, C.F. PSTSFN73R27C523U, of Italian citizenship; Mr. Pasotto's term of office shall expire with that of the current Board of Directors and, therefore, at the Shareholders' Meeting called to approve the financial statements at December 31, 2026; the Meeting grants the Board of Directors, and for it to the Chief Executive Officer, with the power to sub-delegate within the limits of the law, all the broadest powers to execute this resolution, including the power to make the necessary registrations with the competent Companies Register."*

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Attached is the statement by which Mr. Stefano Pasotto accepts his candidacy and the position and attests, under his own responsibility, that he meets the legal and By-Law requirements, accompanied by his professional curriculum vitae, which contains comprehensive information on his personal and professional characteristics.

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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), in the Section "Company - Corporate Governance - Shareholders' Meeting", and at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com).

Milan, March 11, 2026

For the Board of Directors

The Chairperson

(Enrico Giacomelli)

As above