

ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF WIIT S.P.A. ON THE FIFTH 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 fifth item on the Agenda of the ordinary Shareholders’ Meeting called for April 29, 2026, in single call:

5. Proposed removal of a Director.

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On August 4, 2025, the employment relationship with Ms. Chiara Grossi, then Chief Operating Officer and currently a member of the Board of Directors, was terminated.

In particular, the Company, in July 2025, sent Ms. Grossi a disciplinary notice pursuant to Article 7 of Law No. 300 of May 20, 1970, charging her with certain occurrences that, both in isolation and jointly considered, constituted, in WIIT’s opinion, a serious breach of Ms. Grossi’s contractual obligations, and in particular of the duty of diligence and loyalty pursuant to Articles 2104 and 2105 of the Civil Code in the performance of work, as well as of the Company’s Code of Ethics.

At the outcome of the disciplinary procedure, as the justifications given by Ms. Grossi did not provide sufficient elements to account for the cited occurrences, also in view of her status as Senior Executive, the Company proceeded, by notice dated August 4, 2025, to dismiss her for just cause pursuant to Article 2119 of the Civil Code.

Against this background, the occurrences alleged against Ms. Grossi as part of the dismissal are found to be of such seriousness that they also irreparably compromise the fiduciary bond and the and the necessary collaborative relationship, which constitute essential elements of the office of director.

In addition, for the sake of completeness, Ms. Grossi initiated a dispute against the Company, filing an appeal pursuant to Article 414 of the Code of Civil Procedure on March 6, 2026, in order to obtain the nullity, illegitimacy and/or unjustifiability of the dismissal, with a request for compensation by the Company for substantial pecuniary and non-pecuniary damages; this circumstance exacerbates the state of tension between the parties, undermines the necessary independence of judgment, and irreparably reveals the conflict of interest involving Ms. Grossi, thereby further confirming that the fiduciary element characterizing the relationship between the Company and Ms. Grossi has ceased to exist.

The Board of Directors, also in light of the significance of the elements set out above and taking into account Ms. Grossi’s intention to retain office notwithstanding the situation described above, therefore deems it necessary and urgent to submit to the Shareholders’ Meeting the proposal for the removal of Ms. Grossi from office as director.

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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;*

resolves

1. *to remove, with immediate effect, Ms. Chiara Grossi from her position as Director of the Company, empowering the Board of Directors, and on its behalf 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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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)