

ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF WIIT S.P.A. ON THE FIRST ITEM OF THE AGENDA OF THE EXTRAORDINARY 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 ARTICLES 72 AND 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 Articles 72 and 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 first item on the Agenda of the Extraordinary Shareholders’ Meeting called for April 29, 2026, in single call:

1. Proposed cancellation of treasury shares in portfolio without reduction of share capital; consequent amendment to Article 5 of the By-Laws.

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1. REASONS SUPPORTING THE PROPOSAL TO AMEND

At the date of this Report, the Company holds a total of 3,501,829 WIIT treasury shares, equal to 12.5% of the share capital, acquired on the basis of the authorizations granted, pursuant to Article 2357 of the Civil Code and Article 132 of the CFA, by the Shareholders’ Meeting, most recently by resolution of April 29, 2025.

Thus, the Company holds more treasury shares than are necessary to fulfill the purposes for which they were acquired pursuant to the above Shareholders’ Meeting resolutions⁽¹⁾.

Therefore, it is proposed to cancel 1,680,000 WIIT treasury shares, equal to about 6% of the share capital. Cancellation would have the effect of increasing the value of shares held by shareholders, maximizing their profitability by increasing the portion of profit to be allocated to each share (“earning per share”).

The cancellation will be carried out without any reduction in share capital: taking into account that the shares representing the Company’s share capital have no par value, the number of existing shares will be reduced, with an increase in the implied par value referring to the remaining shares.

The cancellation will have no effect on the results of operations and will not result in changes in the total value of shareholders’ equity, although changing its composition.

Concomitant to the cancellation of treasury shares, Article 5 of the By-Laws will be updated to indicate the new number of shares constituting the share capital following the cancellation.

2. COMPARISON OF THE ARTICLE SUBJECT TO THE PROPOSED AMENDMENTS

The proposed changes to the text of Article 5 of the By-Laws pursuant to this proposed resolution are as follows (deletions are struck through and additions are highlighted in bold and underlined):

⁽¹⁾ In any case, the advisability of submitting to the Shareholders’ Meeting again this year the proposal for authorization to purchase and dispose of treasury shares set forth in the third item on the Agenda of the Shareholders’ Meeting of the Company called for April 29, 2026, for the purpose of maximum flexibility in achieving the purposes set forth in the relevant illustrative report, remains unaffected.

CURRENT TEXT	PROPOSED AMENDMENTS
Article 5) Share Capital	Article 5) Share Capital
5.1. The share capital amounts to Euro 2,802,066.00 (two million, eight hundred and two thousand and sixty-six), divided into 28,020,660 (twenty-eight million, twenty thousand, six hundred and sixty) shares. The shares are issued without indication of the nominal value on the securities and in the By-Laws.	5.1 The share capital amounts to Euro 2,802,066.00 (two million, eight hundred and two thousand and sixty-six), divided into 28,020,660 (twenty-eight million, twenty thousand, six hundred and sixty) <u>26,340,660 (twenty-six million, three hundred and forty thousand, six hundred and sixty)</u> shares. The shares are issued without indication of the nominal value on the securities and in the By-Laws.
5.2. <i>Omitted</i>	5.2 <i>(Unchanged)</i>

3. BOARD OF DIRECTORS' ASSESSMENTS REGARDING THE RIGHT OF WITHDRAWAL

The passing of the resolution on the amendment to the By-Laws outlined above does not give rise to a right of withdrawal pursuant to Article 2437 of the Civil Code.

* * *

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

"The Shareholders' Meeting of WIIT S.p.A.,

- *having examined the illustrative report of the Board of Directors and the proposal contained therein;*

resolves

1. *to cancel 1,680,000 treasury shares in portfolio, without reducing the share capital;*
2. *to consequently amend the paragraph 5.1 of Article 5 of the By-Laws as follows:*

"5.1. The share capital amounts to Euro 2,802,066.00 (two million, eight hundred and two thousand and sixty-six), divided into 26,340,660 (twenty-six million, three hundred and forty thousand, six hundred and sixty) shares. The shares are issued without indication of the nominal value on the securities and in the By-Laws.";

3. *to confer upon 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 carry out any activity useful or necessary in executing the above resolution, including that of making such amendments, corrections or additions of a non-substantial nature as may be required by the competent Authorities or necessary for the purposes of submission to the 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)