

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

2. Proposed amendment to the By-Laws to delete paragraph 9.2 regarding the regulations in Article 106, paragraph 3-*quater*, of Legislative Decree No. 58/1998.

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1. REASONS SUPPORTING THE PROPOSAL TO AMEND

It should be noted that paragraph 9.2 of WIIT’s By-Laws provides for the opt-in set forth in Article 106, paragraph 3-*quater*, of the CFA, pursuant to which “*The offer obligation set forth in paragraph 3(b) does not apply to SMEs, provided that this is provided for in the By-Laws, until the date of the Shareholders’ Meeting called to approve the financial statements for the fifth fiscal year following listing*”.

As more than five fiscal years have passed since the Company’s ordinary shares began trading on the Mercato Telematico Azionario (now Euronext Milan) - which took place on April 2, 2019 - the aforementioned provision is no longer applicable: it is therefore proposed to delete the reference to the contents of paragraph 9.2 of the By-Laws.

2. COMPARISON OF THE ARTICLE SUBJECT TO THE PROPOSED AMENDMENTS

The proposed changes to the text of Article 9 of the By-Laws pursuant to this proposed resolution are as follows (deletions are struck through):

CURRENT TEXT	PROPOSED AMENDMENTS
Article 9) Public purchase offers	Article 9) Public purchase offers
9.1. <i>omitted</i>	9.1 (<i>unchanged</i>)
9.2. Pursuant to Article 106, paragraph 3- <i>quater</i> , of the CFA, the obligation set out in Article 106, paragraph 3, letter b), of the CFA will not apply until the date of the Shareholders’ Meeting called to approve the financial statements for the fifth year from listing.	9.2. Pursuant to Article 106, paragraph 3-<i>quater</i>, of the CFA, the obligation set out in Article 106, paragraph 3, letter b), of the CFA will not apply until the date of the Shareholders’ Meeting called to approve the financial statements for the fifth year from listing.

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.

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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 approve the amendment of Article 9 of the current By-Laws, deleting paragraph 9.2, to remove references to the regulations set forth in Article 106, paragraph 3-quater, of Legislative Decree No. 58/1998;*
2. *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)