



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, 2025 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

Registered Office and Headquarters
Via dei Mercanti, 12, Milan 20121, Italy

Share capital €2,802,066 fully paid-in
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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, 2025, in single call:

5. Updating of the Shareholders’ Meeting Regulation.

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We submit for your approval a proposal to update the WIIT “Shareholders’ Meeting Regulation” approved on November 30, 2018 (the “**Regulation**”).

Article 135-undecies.1 of the CFA, introduced by Law No. 21 of March 5, 2024, grants the power to provide in the By-Laws that attendance at Shareholders’ Meetings and the exercise of voting rights take place exclusively through the representative designated by the company pursuant to Article 135-undecies of the CFA, to whom proxies or sub-proxies may also be conferred pursuant to Article 135-novies of the CFA, as an exception to Article 135-undecies, paragraph 4 of the CFA.

In this regard, on May 16, 2024, the Company’s Shareholders’ Meeting approved the proposed By-Laws amendment to introduce the possibility that attendance at Shareholders’ Meetings and the exercise of voting rights will be exclusively through the aforementioned designated representative.

As such, it is proposed that the Regulation be amended accordingly to reflect the above, all outlined below (additions are highlighted in bold and underlined).

CURRENT TEXT	PROPOSED AMENDMENTS
Article 1 Scope of application	Article 1 Scope of application
1.1 This Regulation (the “ Regulation ”) governs the undertaking of the Ordinary and Extraordinary Shareholders’ Meetings of WIIT S.p.A. (the “ Company ”).	(unchanged)
1.2 The Regulation shall be applied in the moment and for the period in which ordinary shares and other existing classes of shares in the Company are admitted for trading on a regulated market within the European Union.	(unchanged)
1.3 The Regulation, approved by the Ordinary Shareholders’ Meeting of the Company on November 30, 2018 <u>and most recently updated on April 29, 2025</u> , is available to shareholders and other entitled persons at the registered office of the Company and in places where the Shareholders’ Meetings are held. The	1.3 The Regulation, approved by the Ordinary Shareholders’ Meeting of the Company on November 30, 2018 <u>and most recently updated on April 29, 2025</u> , is available to shareholders and other entitled persons at the registered office of the Company and in places where the Shareholders’ Meetings are held.

Commentato [KS1]: Forse questo non ci dovrebbe essere in questa colonna?

CURRENT TEXT	PROPOSED AMENDMENTS
Article 1 Scope of application	Article 1 Scope of application
Regulation is also available on the website of the Company, www.wiit.cloud .	The Regulation is also available on the website of the Company, www.wiit.cloud .
	<u>1.4 Where the Board of Directors provides in the Shareholders' Meeting call notice, pursuant to the provisions of Article 11.2 of the Company's By-Laws, that attendance and exercise of voting rights at the Shareholders' Meeting by those entitled to attend will take place exclusively through the granting of proxy (or sub-proxy) to the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, as amended and supplemented, the Shareholders' Meeting must apply the pro tempore regulatory provisions in force.</u>

The text of the updated Regulation 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).

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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 text of the WIIT Shareholders' Meeting Regulation attached to the aforementioned illustrative report;

resolves

1. to approve the updates to the WIIT Shareholders' Meeting Regulation in the text attached to the Board of Directors' illustrative report".

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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, 2025

For the Board of Directors

The Chairperson

(Enrico Giacomelli)