

ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF WIIT S.P.A. ON THE FIRST 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
Tax Code/VAT Number: 01615150214
Milan Companies Register no. 1654427

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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 first item on the Agenda of the ordinary Shareholders’ Meeting called for April 29, 2025, in single call:

1. 2024 Financial Statements:

1.1 approval of the 2024 Financial Statements, accompanied by the relative reports;

1.2 allocation of the result for the year and distribution of a dividend.

* * *

The financial statements for the year ended December 31, 2024, prepared in accordance with the IAS/IFRS international accounting standards issued by the IASB (International Accounting Standards Board), show a profit for the year of Euro 1,810,873.

For an analysis of the results and performance of operations, reference should be made to the report and explanatory notes of the Board of Directors on the Company’s situation and performance, the 2024 Corporate Governance and Ownership Structure Report, and the Board of Statutory Auditors’ and Independent Auditors’ Reports.

All the documentation relating to this item on the Agenda is available to the public at WIIT’s registered office in Milan, via dei Mercanti n. 12, on the Company’s website (www.wiit.cloud), in the section *Company/Governance/Shareholders’ Meeting*, and at the authorized storage mechanism “eMarket STORAGE” (www.emarketstorage.com).

In light of the above, we submit for your approval the financial statements for the year ended December 31, 2024 and the accompanying reports. We also propose to allocate the profit for the year of Euro 1,810,873 as a dividend, and to distribute to the shareholders a dividend of Euro 0.30 gross for each share outstanding (excluding treasury shares) and entitled to dividend payment on the scheduled dividend date, using, in order of priority, Euro 1,810,873 from the profit for the year and a maximum of Euro 6,595,325 from “Retained Earnings” and “Other reserves”. No amount will be deducted from the net profit for the year to be allocated to the legal reserve because this exceeds one-fifth of the Company’s share capital as per the requirements of Article 2430 of the Civil Code. If approved by the Shareholders’ Meeting, it is proposed that the dividend be paid according to the following schedule: ex-dividend date May 5, 2025 (ex date), entitlement date May 6, 2025 (record date) and dividend payment date May 7, 2025 (payment date).

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

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

- *having examined the draft financial statements for the year ended December 31, 2024, which show a profit of Euro 1,810,873;*
- *having acknowledged the Directors’ Report on the Company’s situation and management*

performance (which also includes the Corporate Governance and Ownership Structure Report), the Board of Statutory Auditors' Report and the report of the independent audit firm, Deloitte & Touche S.p.A.;

- *having examined the illustrative report of the Board of Directors and the proposals contained therein;*
- *having acknowledged that the Company's legal reserve is at least equal to one-fifth of the Company's share capital as per the requirements of Article 2430 of the Civil Code,*

resolves

1. *to approve the financial statements for the year ended December 31, 2024, supported by the relative reports;*
2. *to approve the allocation of the profit for the year of Euro 1,810,873 as a dividend, and to distribute to the shareholders a dividend of Euro 0.30 gross for each share outstanding (excluding treasury shares) and entitled to dividend payment on the scheduled dividend date, using, in order of priority, Euro 1,810,873 from the profit for the year and a maximum of Euro 6,595,325 from "Retained Earnings" and "Other Reserves", to be paid according to the following schedule: ex-dividend date May 5, 2025 (ex date), entitlement date May 6, 2025 (record date) and dividend payment date May 7, 2025 (payment date).*

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Milan, March 11, 2025

For the Board of Directors

The Chairperson

(Enrico Giacomelli)