

## REGULATIONS FOR SHAREHOLDERS' MEETINGS OF WEBUILD S.P.A.

### ARTICLE 1

#### Application

1. These Regulations govern the proceedings of ordinary and extraordinary Shareholders' Meetings of Webuild S.p.A. (hereinafter the "Company").
2. These Regulations, approved by the resolution of the Company's ordinary Shareholders' Meeting, are available to Shareholders and other entitled parties at the registered office, on the Company's website ([www.webuildgroup.com](http://www.webuildgroup.com)), and at the places where these Meetings are held.

### ARTICLE 2

#### Intervention, participation and assistance during Shareholders' Meetings

1. Those with the right to vote, pursuant to the Bylaws and the applicable legal and regulatory provisions, may attend the Shareholders' Meeting, also through their own representatives.
2. Participation in the Shareholders' Meeting of the members of the Board of Directors and of the Board of Statutory Auditors is not subject to formalities.
3. In addition to the aforementioned subjects, by invitation of the Company, the following figures can attend the Meeting, without being able to speak, unless previously authorized by the Chairman of the Shareholders' Meeting, through the appointed officers (hereinafter the "Chairman"):
  - representatives of the subject in charge of the statutory audit of the Company's accounts, employees of the Company or of the Webuild Group, consultants, experts and other persons, whose presence is deemed useful by the Company, in relation to the topics to be discussed or for carrying out the Meeting's proceedings;
  - auxiliary personnel appointed by the Company to carry out the functions foreseen by the subsequent articles of the Regulations (hereinafter "Auxiliary Personnel");
  - accredited and previously identified experts, financial analysts and journalists;
  - the Common Representative of savings shareholders, where appointed;after having been previously identified and having collected their appropriate distinguishing place-mark at the appointed stations.

### ARTICLE 3

#### Verification of the entitlement to take part in Shareholders' Meetings and to enter the Meeting Hall

1. Personal identification and verification of the entitlement to take part in the Shareholders' Meeting, shall begin in the Meeting Hall, at least 30 (thirty) minutes before the time established for the Shareholders' Meeting.

Those entitled to attend the Shareholders' Meeting, pursuant to art. 2, are required to exhibit their documents, which allow their personal identification, and to verify the legitimacy to attend and/or vote in the Shareholders' Meeting, for themselves and/or for any represented person or entity. And, also, the relative duly completed proxy.
2. Access to the Meeting Hall is allowed, subject to verification of the entitlement to take part

in the Meeting. For each entitled person, a participation and voting form and/or specific electronic support are issued upon registration for entry to the Shareholders' Meeting, which shall be kept throughout their entire attendance at the proceedings.

3. Subjects present, who for any reason intend to leave the Meeting Hall, shall inform the Chairman or the Auxiliary Personnel, handing their participation and voting form. A similar communication must be made by the aforementioned persons, in case they return to the premises where the Meeting is held, so that the Auxiliary Personnel can hand their participation and voting form back to them. Shareholders cannot exit the Meeting Hall, from when the voting opens, to when it ends.

4. The use of cameras and audio and video recording equipment (of any kind) is not allowed, unless expressly authorized by the Chairman of the Shareholders' Meeting, and always according to the conditions decided by him. This ban does not apply to the equipment used by the persons responsible for taking the minutes and for supporting and making it easier to carry out the Meeting.

#### ARTICLE 4

##### **Constitution of the Shareholders' Meeting and commencement of the proceedings**

1. At the time specified in the notice of call of the Meeting, pursuant to the Company Bylaws, the Chairmanship of the Shareholders' Meeting is assumed. Upon proposal of the Chairman, a Secretary (hereinafter "**Secretary**") is appointed. In the cases set by the Law, or when deemed appropriate by the Chairman, the minutes are drawn up by a notary chosen pursuant to the Law and the Bylaws (hereinafter "**Notary**").

2. The Chairman, assisted by the Secretary, the Notary (where appointed) and the Auxiliary Personnel, ascertains the identity of all those present, the regularity of the proxies, and the entitlement of those present to participate in the Meeting, also resolving any eventual disputes concerning the right to attend and intervene in the Shareholders' Meeting.

3. The Chairman shall announce the number of Shareholders and other vote holders present. And shall also announce the equity share represented, overall, by these persons.

4. Having ascertained that the Shareholders' Meeting is properly constituted, the Chairman shall declare the Meeting open.

5. If the attendance required to constitute the Meeting has not been reached, the Chairman or, failing that, a Director or a Statutory Auditor present, not before 30 (thirty) minutes have elapsed from the time fixed for the Meeting's commencement, shall notify the attendees, postponing the resolution of the items on the agenda to an eventual subsequent call.

6. Before illustrating the items on the agenda, the Chairman shall inform the Meeting of the presence of any persons described in clauses 2 and 3 of Article 2, above.

#### ARTICLE 5

##### **Agenda**

1. The Chairman of the Shareholders' Meeting and, at his invitation, the Directors or the Statutory Auditors or those assisting him, pursuant to paragraph 2 and 3 of Article 2, shall illustrate the items on the agenda, and the proposals presented to the Shareholders' Meeting for approval.

2. In opening these items and proposals for discussion, the Chairman may, should the

majority of the Shareholders' Meeting not dissent, follow an order other than that set out in the notice of call for the Meeting, and arrange that all or some of the items on the agenda be discussed jointly.

3. The Chairman, provided that the majority of the Shareholders' Meeting does not dissent, can omit reading the reports of the corporate bodies, of the auditing company or other documents relating to the Meeting's proceedings, which have been already made available to the public, according to the timings set by current legislation.

## ARTICLE 6

### Participation and responses

1. The Chairman of the Shareholders' Meeting shall regulate the discussion, giving leave to speak to the Directors, Statutory Auditors and to those requesting the leave to address the Meeting, as indicated in this article.

2. Persons entitled to exercise voting rights, may request leave to address the meeting once, only in respect of each item on the agenda, commenting and asking for information. Persons entitled to exercise voting rights, may also present proposals on the items of the agenda. They may request the leave to address the Meeting until the Chairman of the Shareholders' Meeting declares that the discussion of the item is closed.

3. The Chairman shall establish how one can request leave to speak, and in what order persons may address the Meeting.

4. The Chairman, considering the subject matter, the relevance of the individual topics under discussion, the number of those requesting leave to speak, and any other circumstance deemed appropriate, may determine the period of time available to each person entitled to exercise the right to vote, to speak, in a period normally not exceeding 10 (ten) minutes, for each of the items on the agenda. In order to guarantee the correct, regular and orderly conduct of the Meeting's proceedings, interventions must be clear, concise and strictly pertinent to the matters at hand.

5. The Chairman of the Shareholders' Meeting or, at his invitation, the Directors, the Statutory Auditors and those assisting him, shall usually reply with regard to each item on the agenda, when all interventions have been closed.

6. The Chairman has the right not to answer questions that are not relevant to the matters at hand, questions that have already been answered before the Meeting, pursuant to the applicable regulations, or where this is not allowed by the applicable Law or regulations.

7. Those who addressed the Meeting, shall have the right, as a rule, to briefly answer, for a time not exceeding 5 (five) minutes, also for providing statements concerning their vote.

8. Once all interventions, replies and eventual responses on each item on the agenda, have been completed, the Chairman of the Shareholders' Meeting shall declare the discussion closed.

## ARTICLE 7

### Adjournment of the proceedings

1. During the Meeting, the Chairman of the Shareholders' Meeting may, if he deems it necessary, adjourn the proceedings for a brief time, substantiating his/her decision.

2. The Meeting's proceedings usually take place in a single call. Without prejudice to the provisions of article 2374 of the Italian Civil Code, the Shareholders' Meeting, with the relative quorums, may also resolve to adjourn the proceedings, by setting the place, day and time for its continuation, within an adequate term for to the reasons that called for said adjournment, and in any case not exceeding 30 (thirty) days.

#### **ARTICLE 8**

##### **Powers of the Chairman of the Shareholders' Meeting**

1. The Chairman is responsible for ensuring that order is kept during the Meeting, to avoid abuses or disturbances to its correct, regular and orderly carrying out, and that attendees can exercise their rights.

To this end, the Chairman may remove the floor to a subject, within the limits of the law:

- if said subject speaks without entitlement or keeps on speaking, even if the maximum time previously established by the Chairman has already expired (pursuant to the previously mentioned art. 6);
- after a warning, if the intervention is clearly not pertinent to the item under discussion;
- in all cases where a subject utters sentences or engages in inappropriate or insulting behaviour.

2. Should one or more speakers prevent others from addressing the Meeting or behave in such a manner as to clearly obstruct the regular course of the proceedings, the Chairman shall call the Meeting to order, requesting compliance with these Regulations. Should his call to order prove ineffectual, the Chairman may arrange for the persons who have been previously warned, to be removed from the Meeting Hall, for the entire duration of the discussion.

#### **ARTICLE 9**

##### **Operations prior to voting**

1. Before commencing the voting operations, the Chairman of the Shareholders' Meeting shall re-admit to the Meeting any holders of voting rights who were removed during the discussion, pursuant to the above art. 8, paragraph 2.

2. The Chairman of the Shareholders' Meeting, if the majority of the Shareholders in the Meeting does not dissent, may establish that voting on each item on the agenda takes place after completing the discussion of that item or, alternatively, after the discussion of all or some of the items has ended.

#### **ARTICLE 10**

##### **Voting**

1. Voting at Shareholders' Meetings shall normally take place by a show of hands. If the Chairman of the Shareholders' Meeting deems it appropriate, he may establish a different voting method, provided that this is not by secret ballot, and if necessary may fix a maximum term by which the vote must be cast.

2. Those voting for, against or abstaining, must provide their name to the specially appointed Auxiliary Personnel.

3. After the voting has taken place, votes are counted. Then, the Chairman of the

Shareholders' Meeting, assisted by the Secretary or Notary (if appointed), shall announce the voting results to the Meeting.

**ARTICLE 11**

**Closure of proceedings**

1. Once the items on the agenda have been all discussed, voting has taken place, and voting results have been made known, the Chairman of the Shareholders' Meeting shall declare the Meeting closed.

**ARTICLE 12**

**Final dispositions**

1. In addition to the dispositions set out in these Regulations, the Chairman may adopt any action he deems necessary, to ensure that the Meeting proceeds correctly, regularly and in an orderly manner, and that those attending have fully exercised their rights.

2. These Regulations can be amended by the ordinary Shareholders' Meeting, with the applicable majorities.

3. All matters not covered by these Regulations shall be governed by the Italian Civil Code, relevant special laws and the Bylaws that, if different from these Regulations, shall always prevail.

4. The provisions of these Regulations will apply, insofar as they are compatible. And with the appropriate adaptations, if, pursuant to applicable regulations, participating in the Meeting is foreseen exclusively through specific methods.

\*\*\*\*\*