

WEBUILD S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24th April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25th February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law 25th February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14., the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

Declaration of the Appointed Representative: Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call. This form has been integrated as a result of the submission of the lists for the appointment of the Board of Statutory Auditors and individual resolution proposals by D&C Governance Technologies s.r.l..

With reference to the Ordinary General Meeting of **WEBUILD S.p.A.** (hereinafter the "**Company**") **to be held on 27 April 2023, at 3 p.m., on single call**, as set forth in the notice of the shareholders' meeting published on the Company's website at www.webuildgroup.com in the "Governance – Mandatory Notices" and "Governance – Shareholders' Meetings" sections, and, in excerpt, in the Italian daily newspaper "Il Sole 24 Ore" on 18 March 2023 and having regard to the Reports on the items on the Agenda made available by the Company(§) with this

PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

I, the undersigned (<i>party signing the proxy</i>)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information attached.

(*) Mandatory. (**) It is recommended to fill.

MONTE TITOLI S.p.A.

in quality of (tick the box that interests you) (*)

- shareholder with the right to vote** *OR IF DIFFERENT FROM THE SHAREHOLDER*
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge bearer usufructuary custodian manager other (specify)

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

Related to

No. (*) _____ **shares ISIN** _____ Registrated in the securities account n. _____ at the custodian _____ ABI _____ CAB _____

No. (*) _____ **shares ISIN** _____ Registrated in the securities account n. _____ at the custodian _____ ABI _____ CAB _____

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) No. _____ **Supplied by the intermediary:** _____

(to be filled in with information regarding any further communications relating to deposits)

DELEGATES/SUB DELEGATES MONTE TITOLI S.P.A., to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

DECLARES

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

AUTHORIZES Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.

 _____
*(Place and Date) ** *(Signature) **

VOTING INSTRUCTIONS (Part 2 of 2)

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned signatory of the proxy *(Personal details)*

(indicate the holder of the right to vote only if different - name and surname / denomination)

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of WEBUILD to be held on 27 April 2023, at 3.00 p.m., on single call.

RESOLUTIONS SUBJECT TO VOTING

1. Confirmation of the appointment of two directors co-opted by the Board of Directors pursuant to Article 2386 of the Italian Civil Code and Article 20 of the Bylaws. Inherent and consequent resolutions.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

Proposal of resolution presented by shareholder D&C Governance Technologies s.r.l. (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

N.B. In the event of a vote In Favour on one of the two proposals, please express this vote by placing an X both in correspondence with the "In Favour" item of the chosen proposal and in correspondence with the "Against" item of the alternative proposal.

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

2. Financial statements as at December 31, 2022. Directors', Board of Statutory Auditors', and Independent Auditors' Reports. Presentation of the Consolidated Financial Statements as at December 31, 2022. Presentation of the consolidated non-financial report as at December 31, 2022.

2.1 Approval of the Financial Statements as at December 31, 2022.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website)

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

2.2 Distribution of a dividend.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website)

Tick only one box

In Favour

Against

Abstain

Proposal of resolution presented by shareholder D&C Governance Technologies s.r.l. (available on the Company's website)

Tick only one box

In Favour

Against

Abstain

N.B. In the event of a vote In Favour on one of the two proposals, please express this vote by placing an X both in correspondence with the "In Favour" item of the chosen proposal and in correspondence with the "Against" item of the alternative proposal.

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

3. Appointment of the Board of Statutory Auditors for the 2023-2024-2025 period.

3.1 Appointment of three Statutory Auditors and two Alternates.

Indicate the chosen list or against / abstained with reference to all the lists.
Here below the lists submitted (available on the Company's website):

Tick only one box

List No. 1 proposed by the Shareholders Salini S.p.A. e CDP Equity S.p.A.

List No. 1 **List No. 2** **Against** **Abstain**

List No. 2 proposed by the INARCASSA

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

3.2 Appointment of the Chairperson of the Board of Statutory Auditors

Pursuant to the Articles of Association, the Chairmanship of the Board of Statutory Auditors belongs to the candidate indicated in first place in the minority list.

3.3 Determination of the remuneration of the members of the Board of Statutory Auditors.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website)

Tick only one box

In Favour **Against** **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

4. Appointment of the Independent Auditors for the fiscal years 2024-2032.

4.1 Appointment of the Independent Auditors.

4.2 Determination of the remuneration of the Independent Auditors.

Proposal formulated of the Board of Directors, on the reasoned recommendation of the Board of Statutory Auditors, in the Explanatory Report on this on this item on the agenda (available on the Company's website)

(i) primarily to appoint PricewaterhouseCoopers S.p.A. for an annual fee of Euro 1,356,444.00

Tick only one box

In Favour

Against

Abstain

(ii) as a second option – if the voting result at the above point (i), does not reach the required voting percentage – to appoint EY S.p.A. for an annual fee of Euro 1,520,000.00

Tick only one box

In Favour

Against

Abstain

N.B. The proposal under (ii) will be put to the vote only if the outcome of the vote on the proposal (i) does not reach the required percentage of votes.

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

5. Authorization to purchase and dispose of own shares subject to revocation, for the part that remained unexecuted, of the authorization resolution taken by the Ordinary Shareholders' Meeting on April 28, 2022. Inherent and consequent resolutions.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

Integrative proposal of resolution presented by shareholder D&C Governance Technologies s.r.l. (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

6. Proposal of amending the methods for allocating the "Performance Share 2020-2022" Plan. Inherent and consequent resolutions.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

7. Remuneration Report pursuant to Article 123-ter of Legislative Decree of February 24 1998, no. 58.

7.1 2023-2025 Remuneration Policy. Inherent and consequent resolutions.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

7.2 Report on compensation paid in FY2022. Inherent and consequent resolutions.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

8. Amendments to the Regulations of 2021 -2030 Webuild Anti-Dilutive Warrants (ISIN: IT0005454423). Inherent and consequent resolutions.

Proposal formulated by the Board of Directors in the Explanatory Report on this item on the agenda (available on the Company's website) *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**



*(Place and Date) **

(Signature) *

DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

Tick only one box **In Favour** **Against** **Abstain**



*(Place and Date) **

(Signature) *

INSTRUCTIONS FOR THE FILLING AND SUBMISSION**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998**

1. Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
 2. Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
 3. Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
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The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject line "Proxy for Webuild 2023 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for Webuild 2023 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail RD@pec.euronext.com (subject line: "Proxy for Webuild 2023 Shareholders' Meeting")

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address RegisterServices@euronext.com or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m..

Monte Titoli's privacy policy is available at the link: <https://www.euronext.com/en/privacy-statement>.

WEBUILD's privacy policy:

Webuild S.p.A (Company), data controller, headquartered in Centro Direzionale Milanofiori Strada 6 - Palazzo L - 20089 Rozzano (MI) - Tel: 0244422111; fax 0244422293; email: privacy@webuildgroup.com, would like to inform you that all data included in the proxy will be treated in compliance with GDPR provisions and Legislative Decree 196/2003 (an subsequent amendments and integrations), including safety profiles and legal obligations and regulations. The collection o personal data is, in fact, necessary to manage shareholder meeting operations. All data will be processed both electronically and in paper form, for purposes related to fulfilling the required legal obligations, as well as any other applicable legal disposition, pursuant to the GDPR and to Legislative Decree 196/2003 and subsequent amendments. Your data will be processed by Company personnel who has been specifically authorized to process data, and by technical and/or organizational service suppliers, for the same reasons mentioned previously. These subjects will only receive the data necessary for executing their tasks, and while doing so act as Data Processors or Persons in Charge of Processing according to the guidelines received by the Company. Your data can also be communicated to consultants and professionals, even in associated form, and to the Authorities legally entitled to do so, or that have asked for this data. Your data will not be transferred abroad. Your data will be stored for the time needed to pursue the activities for which they were initially collected and, in any case, according to the methods and timings set by current statutes and regulations. Please note that you can always contact the Data Owner through the contact details listed above, for the updated list of the Data Processors or Persons in Charge of Processing, and that you can also, in any moment, and informally, exercise your rights pursuant to Articles 15 and subsequent ones of the GDPR, like, for example, the right to access, update, edit and/or integrate, cancel or anonymize your data, opposing said data for lawful reasons, while also requiring that your data is transferred elsewhere, revoking your previously given consensus, and to make a complaint to the control authorities.