

NOTICE OF CALL

ORDINARY SHAREHOLDERS' MEETING OF WEBUILD S.P.A.

pursuant to Art. 16 of the Bylaws and to Article 125-bis of Legislative Decree 58/98 ("T.U.F.").

The Ordinary Shareholders' Meeting of Webuild S.p.A ("Webuild" or "Company") is called to meet on **Thursday, April 27, 2023, at 3 p.m.** in one single call, according to the methods described in this notice of call, to discuss and make resolutions on the following

Agenda

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.
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.
 - 2.2. Distribution of a dividend.
3. Appointment of the Board of Statutory Auditors for the 2023-2024-2025 period.
 - 3.1. Appointment of three Statutory Auditors and two Alternates.
 - 3.2. Appointment of the Chairperson of the Board of Statutory Auditors
 - 3.3. Determination of the remuneration of the members of the Board of Statutory Auditors.
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.
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.
6. Proposal of amending the methods for allocating the "Performance Share 2020-2022" Plan. Inherent and consequent resolutions.
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.
 - 7.2. Report on compensation paid in FY2022. Inherent and consequent resolutions.
8. Amendments to the Regulations of 2021-2030 Webuild Anti-Dilutive Warrants (ISIN: IT0005454423). Inherent and consequent resolutions.

Share capital

Pursuant to Article 6 of the Bylaws, the issued and fully paid share capital of the Company amounts to €600,000,000.00 and is divided into 1,002,426,065 shares, without par value, of which 1,000,810,574 ordinary shares (with the right to vote in the shareholders' meetings of the company) and 1,615,491 savings shares (with the right to vote in meetings for that share class).

As at March 15, 2023, the Company holds 17,733,106 own shares.

Entitlement to intervene and to vote at the Meeting

Pursuant to the Law, entitlement to intervene in the Meeting, that will only occur through the Appointed Representative is subject to the receipt of a communication by the Company, to be requested by every entitled subject, to their intermediary and issued by the latter, based on the relevant evidences at the end of the accounting day of the seventh open trading day preceding the date set for the Meeting in single call (*record*

date), i.e. **Tuesday, April 18, 2023**. Registrations in credit and debt performed on the accounts after this term will therefore not allow the entitled subject to attend and vote at the Meeting. Those who become shareholders only after the abovementioned *record date* will therefore not be entitled to intervene and vote at the meeting. The intermediaries' notices to the Company are to be made pursuant to the regulations in force.

Voting by mail or through electronic means is not allowed.

Modes to intervene and vote by proxy through the Appointed Representative

As allowed by Article 3, paragraph 10-undecies, of Italian Decree of December 29, 2022, no. 198, converted into Law no. 14 of February 24, 2023, (that further extended the provision of Article 106, paragraph 4, of Italian Decree of March 17, 2020, no. 18, converted into Italian Law no. 27 of April 24, 2020), interventions in the meeting will be carried out **without accessing the meeting rooms, and exclusively through the Company's Appointed Representative** pursuant to Article 135-undecies of Italian Legislative Decree no. 58 of February 24 1998 (TUF), identified to be Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6 ("**Monte Titoli**" or "**Appointed Representative**").

The proxy to the Appointed Representative, with all the voting instructions regarding all or some of the proposals in the agenda, can be conferred (without costs incurred by the delegating party, except for any postage expenses) alternatively:

(i) pursuant to Article 135-undecies of the TUF, directly by the subject with the right to vote, by the end of the second open trading day preceding the Shareholders' Meeting date (i.e. by **Tuesday, April 25, 2023**) or, (ii) making an exception to Article 135-undecies, paragraph 4, of the TUF, by the subject with the right to vote or by the subject delegated by the latter, pursuant to Article 135-novies of the TUF **by 6 p.m. of the day preceding the Meeting** (and, in any case, before the Meeting begins); through the specific proxy form available on the Company website www.webuildgroup.com ("**Website**") in the "*Governance-Shareholders' Meeting*" section.

The proxy must be sent to the Appointed Representative, according to the above terms, with the following alternative methods:

(a) by sending an e-copy (PDF) to the certified email address (PEC) RD@pec.euronext.com (subject "Delega Assemblea Webuild 2023") from one's certified e-mail address (or if not possible, from one's ordinary e-mail address: in this case the proxy with the voting instructions must be signed with a certified or digital electronic signature); (b) by sending the original, through a courier or by registered letter to Monte Titoli S.p.A.'s address: c.a. Ufficio Register & AGM Services, Piazza degli Affari n. 6, 20123 Milano (Rif. "Delega Assemblea Webuild 2023") also anticipating an e-copy (PDF) by ordinary e-mail, to the RD@pec.euronext.com e-mail address (subject "Delega Assemblea Webuild 2023").

The proxy must also have attached a copy of a valid ID document of the delegating party or, should the delegating party be a legal person, of the pro tempore legal representative or of another subject with the same powers, with the adequate documents to certify his/her role and powers. By the same terms, the proxy and the voting instructions can be revoked with the abovementioned procedures.

Should you need any clarifications concerning the conferment of the proxy to the Company's Appointed Representative (and in particular with regard to filling in of the proxy form and to the voting instructions and how to send them) and also to request the proxy form, please contact Monte Titoli via email at RegisterServices@euronext.com or by phoning the following number (+39) 02.33635810 (during work days, from 9.00 a.m. to 5 p.m.). Please note that Directors, Statutory Auditors and the Meeting Secretary and the same Appointed Representative can intervene in the Meeting through remote connection systems that ensure their identification, pursuant to current applicable provisions, without the need for the Chairman and Secretary to be in the same place.

According to how the Meeting takes place, the latter will be deemed conventionally called, and carried out at the Company's registered office.

Presentation of the lists to appoint the Board of Statutory Auditors

To appoint the members of the Board of Statutory Auditors, a list will be voted with the methods and terms set in Article 30 of the Bylaws and by the current Law in force.

Each individual shareholder, shareholders who are parties to significant shareholder agreements pursuant to Article 122 of the TUF, the parent company, subsidiaries and jointly controlled entities pursuant to Article 93 of the TUF may not submit or concur in the submission, not even through an intermediary or a trust company, of more than one list, neither may they vote, not even through an intermediary or a trust company, other lists, and each single candidate may be present in one list only under penalty of ineligibility.

Only Shareholders who, singly or together with other Shareholders, hold when presenting the list, in overall, enough shares to represent at least 1% of the share capital with the right to vote in the Ordinary Shareholders' Meeting of the Company, can present lists; this percentage, for the Company, has been set by the Management Resolution Consob no 76 of January 30, 2023.

The lists, accompanied by the information required by the relevant regulations and Bylaws, must be filed by sending them, alternatively, to the following addresses:

- certified e-mail address (PEC): pec@pec.webuildgroup.com;
- ordinary e-mail address: corporateaffairs@webuildgroup.com.

The filing must be done at least twenty-five days before the date fixed for the Shareholders' Meeting in single call (i.e. **by Sunday, April 2, 2023**).

Pursuant to Article 144-sexies of Consob Regulation no. 11971/99 and subsequent amendments ("**Issuers' Regulation**"), if by said date only one list has been filed, or only lists presented by shareholders connected among themselves, pursuant to Article 144-quinquies of the Issuers' Regulation, lists can be presented up to the third day following that date (i.e. **by Wednesday April 5, 2023**), by shareholders whom, singly or with other shareholders, are in overall holders when the list is presented, of a participating share of at least 0.5% of the share capital with the right to vote in the Ordinary Shareholders' Meeting.

The specific certification issued by a qualified intermediary must also be presented, within the terms set by the applicable provisions for publishing lists by the Company, pursuant to the law ascertaining the legal ownership, when the list is filed at the Company, of the number of shares needed to present said list.

Please also note that those presenting a "minority list" must abide by the recommendations set by Consob through its Communication no. DEM/9017893 of February 26, 2009.

The lists will be made available to the public by depositing them at the registered office and on the Website, in the "*Governance-Shareholders' Meeting*" section, as well as through the 1Info storage mechanism (www.1info.it), at least 21 days before the Shareholders' Meeting (i.e. **by Thursday, April 6, 2023**).

For further detailed information, please refer to the Report of the Board of Directors on the mentioned topic, as well that will be made available to public, according to the terms set by the law, at the Company's registered office, through the 1info storage mechanism (www.1info.it), and on the Website, in the "*Governance-Shareholders' Meeting*" section.

Appointment of 2 new Directors pursuant to Article 2386 of the Italian Civil Code

Please note that this appointment will be resolved by the Meeting according to the legal majority quota, without applying a vote by list, as to ensure, in any case, the presence of the required number of Directors with the independence criteria required by law, and compliance with the current law regarding gender equality, requirements that in fact are already complied with by the Board of Directors in its current composition. For further detailed information, please refer to the Report of the Board of Directors on the mentioned topic, as well that will be made available to public, according to the terms set by the law, at the Company's registered office, through the 1info storage mechanism (www.1info.it), and on the Website, in the "*Governance-Shareholders' Meeting*" section.

Right to ask questions before the Meeting

Those holding the right to vote may ask questions on the items of the Agenda before the Meeting, by the end of the seventh open trading day preceding the date set for said Meeting in single call (i.e. **by Tuesday, April**

18, 2023), by sending them to the Company to one of the following email addresses:

- certified e-mail address (PEC): pec@pec.webuildgroup.com;
- ordinary e-mail: corporateaffairs@webuildgroup.com.

with enclosed the relevant certification of the intermediary proving his/her capacity as Shareholder.

Shareholders must provide information which make it possible to identify them.

Questions pertaining to the Agenda received before the Meeting will be answered **by Monday, April 24, 2023**, through publication on the Website, in the "*Governance-Shareholders' Meeting*" section. The Company might provide a single answer to questions with the same topic.

Integration of the Agenda and presentation of resolution proposals on the items on the agenda

Pursuant to the law, the Shareholders who, even jointly, represent at least one fortieth of the share capital may ask, no later than ten days after the publishing date of this notice (and therefore **by Tuesday, March 28, 2023**), to make additions to the list of topics to be discussed, indicating in their request the further topics they propose, or submit proposals of resolutions on topics already on the Agenda. The integration requests and further proposals of resolutions must be submitted by email at the certified e-mail address (PEC) pec@pec.webuildgroup.com, together with the documents certifying the relevant entitlement of the proposing Shareholders.

No later than the aforesaid term, and with the same methods, the proposing Shareholders must send to the Board of Directors of the Company a report on the topics on which the discussion is proposed, or regarding new resolution proposals. The integration is not admitted for topics on which the Meeting makes resolutions, according to the law, upon proposal of the Directors or based on a project or a report they have drawn up.

In case of Agenda integration or of submission of further proposals of resolutions on items already on the Agenda, the integrated list of the topics to be discussed in the Meeting or the aforesaid proposals will be published with the same methods as this notice fifteen days, at least, before the date set for the Meeting (i.e. **by Wednesday, April 12, 2023**).

Presentation of individual resolution proposals on the items on the agenda

Considering that participation in this Shareholders' Meeting is only allowed through the Appointed Representative, and that during the course of the proceedings presenting proposals is not allowed (as clarified by Consob with communication 3/2020), with reference to this meeting, all legitimated shareholders can present individual proposals for resolving on the items on the agenda, by sending them (with a copy of their ID document) at least fifteen days before the date set for the Meeting (i.e. **by Wednesday, April 12, 2023**) by e-mail to the certified e-mail address (PEC): pec@pec.webuildgroup.com.

We recommend that all proposals be formulated clearly and completely, and hopefully accompanied by a report that justifies them.

After verifying the relevance of the proposals, with respect to the agenda, as well as their completeness and compliance with the applicable regulations, the Company will, **by Thursday, April 13, 2023**, make known all the proposals it has received (and any accompanying explanatory reports) by their publication on the Website, in the "*Governance - Shareholders' Meeting*" section.

Information documents.

The documents relevant to the topics in agenda provided for by the law, will be made available to the public within the terms provided for by the Law, at the registered office, through the 1info storage mechanism (www.1info.it) and on the Website, in the "*Governance - Shareholders' Meeting*" section.

Shareholders may request a copy.

This notice is published on the Website, in the "*Governance - Mandatory Notices*" and "*Governance - Shareholders' Meetings*" sections and, in excerpt, in the **March 18, 2023**, issue of the "*Il Sole24Ore*" daily newspaper.

Further information

The methods for carrying out the Meeting shown in this notice of call, could vary if current regulations are changed or if further provisions are issued by the relevant Authorities, which are in force at the date of the Meeting. Eventual variations will be promptly communicated with the same methods used to publish this notice.

Rozzano, March 18, 2023

On behalf of the Board of Directors,
The Chairman