

**NOTICE OF CALL
ORDINARY AND EXTRAORDINARY 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 and Extraordinary Shareholders' Meeting of Webuild S.p.A. ("Webuild" or "Company") is called to meet on **Thursday, April 28, 2022, at 3 p.m.** in one single call, following the methods described in this notice of call, to discuss and make resolutions on the following

Agenda

Ordinary Part

1. Financial statements as at December 31, 2021. Directors', Board of Statutory Auditors' and Independent Auditors' Reports. Presentation of the Consolidated Financial Statements as at December 31, 2021.
 - 1.1. Approval of the Financial Statements as at December 31, 2021.
 - 1.2. Distribution of a dividend.
2. 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 30, 2021. Inherent and consequent resolutions.
3. Integration of the fees of the company appointed to carry out the statutory audit for the nine-year period 2015-2023. Inherent and consequent resolutions.
4. Remuneration Report pursuant to Article 123-ter of Legislative Decree of February 24, 1998, no. 58.
 - 4.1. 2022 Remuneration Policy. Inherent and consequent resolutions.
 - 4.2. Report detailing the remunerations paid in 2021. Inherent and consequent resolutions.

Extraordinary Part

1. Amendment of Articles 2, 13, 13 bis, 13 ter, 22, 24 and 26 of the Bylaws. Inherent and consequent resolutions.

Covid Emergency 19 - Methods for carrying out the Shareholders' Meeting, pursuant to the Italian Decree of March 17, 2020, no. 18

With regard to the COVID-19 epidemiological emergency, by virtue of the exceptional discipline contained in the Italian Decree dated March 17, 2020, no. 18, and its subsequent amendments ("Decree"), participation in the Shareholders' Meeting will take place, without access to the meeting rooms, and exclusively through the representative appointed by the Company pursuant to Article 135-undecies of the Italian Legislative Decree of February 24, 1998, no. 58 (TUF), identified in the *Società per Amministrazioni Fiduciarie Spafid S.p.A.*, with registered office in Milan ("Appointed Representative"). Pursuant to art. 106 of said Decree, as better specified hereunder, the Appointed Representative may also be appointed proxies or sub-proxies pursuant to Article 135-novies of the TUF.

It should be noted that the Directors, the Statutory Auditors, the Meeting's Secretary and the Appointed Representative himself may intervene in the discussions through the use of remote connection systems that guarantee their identification, in compliance with the applicable provisions in force, without the need for the Chairman and Secretary to be in the same place.

Considering the procedures for holding the Shareholders' Meeting, the Meeting will be considered conventionally convened, and held at the Company's registered office.

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, to date, and is divided into 1.001.559.937 shares, without par value, of which 999.944.446 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 25, 2022, the Company holds 7,106,017 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 19, 2022**. 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 attend 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.

Representation in the Shareholders' Meeting

As previously stated, considering the containment measures put in place in the current emergency situation that has risen due to the COVID-19 epidemic, pursuant to Art. 106, paragraph 4, of the Decree, Shareholders with the right to vote will intervene in the meeting without accessing the meeting rooms, and exclusively through the Company's Appointed Representative.

The proxy can be conferred, without costs incurred by the delegating party (except for any postage expenses), with voting instructions on all or some of the items proposed on the agenda, through the specific form available, with the relevant instructions on how to fill it in and send it. It can be found, in the section present on the Company website (www.webuildgroup.com) that has been purposely created for the Shareholders' Meeting, and can also be found at the registered office. The proxy with voting instructions must arrive with the copy of the valid ID document of the delegating party, (or should the delegating party be a legal entity, of its legal representative pro tempore or any other subject with the same powers, with the documentation showing his/her role and powers) to the Appointed Representative, by the end of the second trading day before the Shareholders' Meeting (i.e. by **Tuesday, April, 26, 2022**), by the following alternative methods: (i) by sending an e-copy (PDF) to the certified email address assemblee@pec.spafid.it, (subject "Delega Assemblea Webuild 2022") 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); (ii) by sending the original, through a courier or by registered letter to Spafid S.p.A.'s address: Foro Buonaparte, 10, 20121 Milano, (Ref. "Delega Assemblea Webuild 2022"), also anticipating an e-copy (PDF) by ordinary e-mail, to the assemblee@pec.spafid.it e-mail address (subject "Delega Assemblea Webuild 2022").

By the end of this deadline, the proxy and the voting instructions can be revoked through the abovementioned modalities.

Pursuant to the above Decree, proxies and/or sub-proxies can be conferred to the Appointed Representative, pursuant to Article 135-novies of the T.U.F., as an exception to Art. 135-undecies, paragraph 4, of the T.U.F.

Those not wishing to intervene with the method set in Article 135-undecies, T.U.F., can alternatively, confer, to the same Company's Appointed Representative appointed by the Company, a proxy or sub-proxy ex article 135-novies T.U.F., necessarily containing the voting instructions on all or some of the prosed items on the agenda, through a specific proxy/sub-proxy form that is available on the Company's website (www.webuildgroup.com) in the section dedicated to this Shareholders' Meeting. To confer the proxies/sub-proxies, the methods detailed in the proxy form must be observed.

The proxy must be received by the aforementioned Company's Appointed Representative, with 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 6 p.m. of the day before the Shareholders' Meeting date, (and in any case, by when the Shareholders' Meeting starts) with the following alternative methods (i) by sending an e-copy (PDF) to the certified e-mail address assemblee@pec.spafid.it (subject "Delega Assemblea Webuild 2022") from one's certified e-mail address (or should this not be possible, from one's ordinary e-mail address: in this case the proxy with the voting instructions must be signed with a certified electronic or digital signature); (ii) by sending the original, by courier or registered letter, to Spafid S.p.A.'s address: Foro Buonaparte n. 10, 20121 Milan (Ref. "Delega Assemblea Webuild 2022"), anticipating an e-copy (PDF) by ordinary e-mail, to the assemblee@pec.spafid.it e-mail address (subject "Delega Assemblea Webuild 2022").

By the same date, 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) or to request the proxy form, please contact Spafid via email at confidential@spafid.it or by phoning the following numbers (+39) 0280687.319 and (+39) 0280687.335 (from Monday to Friday, from 9.00 a.m. to 5 p.m.).

Right to ask questions before the Meeting

Those entitled to vote may ask questions on the topics in the Agenda before the Meeting, by the end of the seventh trading day preceding the date set for the said Meeting in single call (i.e. **no later than Tuesday, April 19, 2022**), 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 notice of the intermediary proving his/her capacity as Shareholder.

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

Questions pertaining to the topics on the Agenda received before the above deadline will be answered by **Monday, April 25, 2022**, through publication on the Company's website www.webuildgroup.com, in the "Governance-Shareholders' Meeting" section. The Company might provide a single answer to questions with the same topic.

Integration of 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 before the publishing date of this notice (and therefore **no later than Friday, April 8, 2022**), 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. The integration is not admitted for topics on which the Meeting makes resolutions, 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 topics already in 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 13, 2022**)

Presentation of individual resolution proposals on the items on the agenda

Considering that participation in the Shareholders' Meeting of this notice of call, 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 a communication dated 3/2020), entitled 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 13, 2022**) by e-mail to the certified e-mail address: 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 14, 2022**, make known all the proposals it has received (and any accompanying explanatory reports) by their publication on the website of the Company www.webuildgroup.com, 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 Company Internet site, www.webuildgroup.com, in the "Governance - Shareholders' Meeting" section.

Shareholders may request a copy.

This notice is published on the Company's website, webuildgroup.com, in the "Governance – Mandatory Notices" and "Governance – Shareholders' Meetings" sections and, in excerpt, in the **March 29, 2022**, issue of the "Il Sole24Ore" daily newspaper.

Further information

The Company, with regard to the Shareholders' entitlement to exercise their rights, considering the state of emergency caused by the spreading of the COVID 19 pandemic, recommends using the remote communication methods mentioned in this notice.

The Company can integrate and/or modify the contents of this notice, and the instructions hereby stated, if necessary, according to the COVID 19 emergency, and based on how the latter evolves.

Rozzano, March 29, 2022

For the Board of Directors
The Chairman