

**NOTICE OF CALL
SPECIAL MEETING OF THE HOLDERS OF WEBUILD S.p.A.
SAVINGS SHARES**

The special meeting of the holders of saving shares of Webuild S.p.A. (“**Webuild**” or the “**company**”) is called to meet on **Thursday, 23 June 2022 at ten a.m.** on single call following the methods described in this notice, to discuss and resolve on the following

Agenda

1. Fund for the costs necessary to safeguard the common interests as per article 146 of Legislative decree no. 58/98 (the “**fund**”)
 - 1.1. Report on the management of the fund set up as per the resolution passed by the holders of savings shares in their special meeting of 27 June 2019
 - 1.2. Set up of the fund
2. Appointment of a common representative of the holders of savings shares (the “**common representative**”)
 - 2.1. Determination of the term of office of the common representative
 - 2.2. Appointment of the common representative
 - 2.3. Definition of the fees of the common representative

Covid-19 emergency - Methods for carrying out the meeting pursuant to Decree law no. 18 of 17 March 2020

With regard to the Covid-19 epidemiological emergency, by virtue of the exceptional measures contained in Decree law no. 18 of 17 March 2020, as subsequently amended (the “**decree**”), participation in the meeting will take place solely through the representative designated by the company pursuant to article 135-undecies of Legislative decree no. 58 of 24 February 1998 (the Consolidated Finance Act), namely Società per Amministrazioni Fiduciarie Spafid S.p.A., registered office in Milan (the “**designated representative**”) and no access will be granted to the meeting rooms. In accordance with article 106 of the decree and as better specified hereunder, the designated representative may also be given proxies or sub-proxies pursuant to article 135-novies of the Consolidated Finance Act. The directors, statutory auditors, the meeting secretary and the designated representative may intervene in the meeting solely through the use of remote connection systems that guarantee their identification in compliance with the applicable provisions in force, without the need for the chairperson or the secretary to be in the same place. Considering the procedures for holding the meeting, it will be considered to have been called and held at the company’s registered office.

Share capital

Pursuant to article 6 of the by-laws, the company’s subscribed and fully paid-up share capital amounts to €600,000,000.00 and, to date, consists of 1,002,119,694 shares without a par value, of which 1,000,504,203 ordinary shares (with voting rights at shareholders’ meetings) and 1,615,491 saving shares (with voting rights at meetings of that share class). At today, the company holds 11,354,282 treasury shares.

Entitlement to attend and vote at the meeting

Pursuant to the law, entitlement to attend the meeting - which is only possible through the designated representative - is subject to the receipt of a communication by the company to be requested by each entitled party from their intermediary and issued by such intermediary based on the records at the end of the accounting day of the seventh open market date preceding the date set for the meeting on single call (the record date), i.e., **Tuesday, 14 June 2022**. Credit and debit entries made to the entitled party’s accounts after this date are not considered and will not allow the entitled party to attend and vote at the meeting. Parties that become holders of savings shares only after the record date are not entitled to attend and vote at the meeting. The intermediaries’ notices to the company shall be made in accordance with the ruling regulations. Voting by mail or through electronic means is not allowed.

Representation in the meeting

As stated above, considering the restrictions introduced to curb the spread

of Covid-19, pursuant to article 106.4 of the decree, holders of special shares with voting rights may only participate in the meeting through the designated representative as access to the meeting rooms is not allowed. The proxy can be conferred, at no cost to the delegating party (except for any postage expenses), with voting instructions on all or some of the items on the agenda, through the specific form which can be downloaded, with the relevant instructions on how to fill it in and send it, from the section on the company’s website (www.webuildgroup.com) that has been specifically created for the meeting, and at the registered office. The proxy with voting instructions must be received, with a copy of the valid ID document of the delegating party, (or should the delegating party be a legal entity, of its pro tempore legal representative or any other party with the same powers, with the documentation showing their role and powers), by the designated representative, by the end of the second market day before the meeting (i.e., **Tuesday, 21 June 2022**), using one of the following methods: (i) by sending an e-copy (PDF) to the certified email address assemblee2022@pec.spafid.it (subject “Delega Assemblea Webuild 2022”) from the delegating party’s certified e-mail address (or should this not be possible, from their 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, by courier or registered letter to Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. “Delega Assemblea Webuild 2022”), also anticipating an e-copy (PDF) by ordinary e-mail, to the assemblee2022@pec.spafid.it email address (subject “Delega Assemblea Webuild 2022”). The proxy and voting instructions can be revoked using the same methods described above before this date.

As provided for by the decree, the designated representative may also be given proxies and/or sub-proxies pursuant to article 135-novies of the Consolidated Finance Act as an exception to article 135-undecies.4 of the Consolidated Finance Act.

Parties that do not intend to intervene with the method set in article 135-undecies of the Consolidated Finance Act can alternatively give the delegated representative a proxy or sub-proxy as per article 135-novies of the Consolidated Finance Act, which shall specify the voting instructions on all or some of the items on the agenda, using a specific proxy/sub-proxy form that is available on the company’s website (www.webuildgroup.com) in the section dedicated to this meeting. The methods detailed in the proxy form must be complied with for the proxies/sub-proxies to be valid.

The proxy must be received by the delegated representative, with a copy of a valid ID document of the delegating party (or, should the delegating party be a legal entity, of the pro tempore legal representative or any other party with the same powers, with the documentation showing their role and powers), by 6 p.m. of the day before the meeting date, (and in any case, by when the meeting starts) using one of the following methods: (i) by sending an e-copy (PDF) to the certified e-mail address assemblee2022@pec.spafid.it (subject “Delega Assemblea Webuild 2022”) from the delegating party’s certified e-mail address (or should this not be possible, from their 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., Foro Buonaparte 10, 20121 Milan (Ref. “Delega Assemblea Webuild 2022”), also anticipating an e-copy (PDF) by ordinary e-mail, to the assemblee2022@pec.spafid.it e-mail address (subject “Delega Assemblea Webuild 2022”).

The proxy and voting instructions can be revoked using the same methods described above before this date.

Requests for clarifications about the assignment of proxies to the delegated representative (and, specifically, the completion of the proxy form and the voting instructions and how to send them) or to request the proxy form may be sent to Spafid by email at confidential@spafid.it or by phoning the following numbers (+39 02 80687.319 and +39 02 80687.335 from Mondays to Fridays from 9 a.m. to 5 p.m.).

Right to ask questions before the meeting

Those parties entitled to vote may ask questions on the items on the agenda before the meeting by the end of the seventh market date

preceding the date set for the meeting on single call (i.e., no later than **Tuesday, 14 June 2022**) by sending them to one of the following email addresses:

- certified email address: pec@pec.webuildgroup.com;
- ordinary email: corporateaffairs@webuildgroup.com.

together with the intermediary's communication proving their capacity as shareholder.

The shareholders shall provide information that makes it possible to identify them.

Questions pertaining to the items on the agenda received before the above deadline will be answered by **Monday, 20 June 2022** through publication on the company's website www.webuildgroup.com in the "Governance - Shareholders' meeting" section. The company may provide a single answer to questions on the same topic.

Integration of the agenda

Pursuant to the law, shareholders that, including jointly, represent at least one fortieth of the company's share capital may request, no later than ten days before the publishing date of this notice (and therefore **no later than Tuesday, 2 June 2022**), integrations be made to the list of items to be discussed, indicating in their request the additional items they wish to propose, or submit proposals for resolutions on items already on the Agenda. The integration requests and further proposals of resolutions must be sent by email to the certified e-mail address (PEC) pec@pec.webuildgroup.com together with the documents certifying their entitlement to participate at the meeting.

No later than the aforesaid date, and with the same methods, the proposing shareholders must send the company's board of directors a report on the items they wish to discuss. Integration is not admitted for items on which the participants will pass resolutions pursuant to the law, upon proposals of the directors or based on a project or a report they have drawn up.

Should the agenda be integrated or additional proposals of resolutions on items already on the agenda be presented, the integrated list of the items to be discussed in the meeting or the aforesaid proposals will be published with the same methods as this notice at least fifteen days before the date set for the meeting (i.e. **Wednesday, 8 June 2022**).

Presentation of individual resolution proposals on the items on the agenda

Considering that participation in the meeting called by this notice is only possible through the delegated representative, and that, during the course of the proceedings, presenting proposals is not allowed as clarified by Consob with communication no. 3/2020, entitled shareholders may 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., **Wednesday, 8 June 2022**) by e-mail to the certified e-mail address pec@pec.webuildgroup.com.

All proposals should be formulated clearly and completely and possibly accompanied by a reasoned report.

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 communicate all the proposals received (and any accompanying explanatory reports) by **Thursday, 9 June 2022**, by publishing them on its website www.webuildgroup.com in the "Governance - Shareholders' Meeting" section.

Information documents

Documents about the items on the agenda provided for by law will be made available to the public within the legal terms at the company's registered office, through the 1Info storage mechanism (www.1info.it) and the company's website www.webuild.com in the "Governance - Shareholders' Meeting" section.

Shareholders may request a copy.

This notice is published on the company's website www.webuildgroup.com in the "Governance - Mandatory notices" and "Governance - Shareholders' Meeting" sections while an excerpt thereof is published in the May 23, 2022 issue of the "Il Sole24Ore" daily newspaper.

Further information

The company recommends shareholders use the remote communication methods described in this notice to exercise their rights given the state of emergency caused by the spread of Covid-19.

The company reserves the right to supplement and/or amend the content of this notice and the instructions herein should this be necessary due to changes in the above-mentioned emergency situation.

Rozzano, May 23, 2022

On behalf of the board of directors
Chairperson