

(Translation from the Italian original which remains the definitive version)

WEBUILD S.p.A.

Company managed and coordinated by Salini Costruttori S.p.A.

Registered office in Centro Direzionale Milanofiori Strada 8 - Palazzo L

20089 Rozzano (Milan)

Fully paid-up share capital €600,000,000.00

Tax code and Milan Monza Brianza Lodi Company Registration no. 00830660155

DECISION OF THE CHIEF EXECUTIVE OFFICER OF 19 JANUARY 2022

Today, 19 January 2022, at 7:20 p.m., in Rome, in Via della Dataria 22, Mr Pietro Salini, as the CEO of **WEBUILD S.p.A.** (the “**Company**”), advised that he intends to make his own decision regarding a new financing transaction through the issuance of sustainability-linked bonds by the Company.

Given that:

- with its resolution of 25 November 2021 (as per the minutes of 16 December 2021 filed in folder no. 12868/binder no. 6851 kept by Andrea De Costa, notary public in Milan, and registered in the Register of Companies of Milan Monza Brianza Lodi on 24 December 2021), the board of directors resolved, inter alia, to authorise the Chief Executive Officer to resolve on, pursuant to and for the purposes of article 2410 of the Italian Civil Code and before the deadline of 31 January 2022, the issue of senior unsecured bonds in the form of sustainability-linked bonds, pursuant to the Sustainability-linked bond Principles published by the International Capital Markets Association (ICMA) (the “**New Notes**”), for the purpose of refinancing part of the Company’s financial indebtedness and for the general purposes of the Group. In the aforementioned meeting of 25 November 2021, the board of directors also approved the Sustainability-linked Financing Framework, which identifies the environmental sustainability objectives that the Company intends to pursue, including through the issuance of the New Notes;
- with its resolution of 13 January 2022 (as per the minutes of 17 January 2022 filed in folder no. 13011 of binder no. 6950 kept by Andrea De Costa, notary public in Milan, and registered in the Register of Companies of Milan Monza Brianza Lodi on 19 January 2022) the board of directors approved, inter alia, the issue of the New Notes, pursuant to and for the purposes of article 2410 and subsequent articles of the Italian Civil Code, and delegated to the Chief Executive Officer, with the right to sub-delegate for individual acts or categories of acts (i) the power to execute the issue of the New Notes, defining their terms and conditions in light of the market conditions and the subscription offers received, as well as defining the contents of the related regulation (including the amount of the premium payment due in the event of the Company’s failure to achieve the environmental sustainability objectives set in the regulation of the New Notes), as part of the powers delegated to him by the Board of Directors, as well as (ii) all additional powers to implement the above (including, by way of example, preparing, negotiating, signing and amending all necessary, appropriate, instrumental and/or related deeds, agreements and documents related to the issuance of the New Notes, as well as to the placement and admission to listing of the New Notes);
- the current market conditions appear favourable for proceeding with the issuance of the New Notes referred to in the aforementioned resolutions of the Board of Directors of 25 November 2021 and 13 January 2022.

That being said, the undersigned, in his aforementioned capacity as the Chief Executive Officer of the Company

Resolves

1. to implement the resolutions of the Board of Directors of 25 November 2021 and 13 January 2022 (the “**Resolutions**”) and therefore to proceed with the issuance of the New Notes, pursuant to and for the purposes of article 2410 and subsequent articles of the Italian Civil Code, as stated hereunder:
 - (i) nominal amount: €400 million;
 - (ii) denomination: Euro;
 - (iii) purpose: refinancing part of the Company’s existing financial indebtedness and for the Group’s general purposes;
 - (iv) type of bond: bearer;
 - (v) recipients: only qualified investors, as defined in article 1.4 of Regulation (EU) 2017/1129 and article 100 and subsequent articles of Legislative decree no. 58 of 24 February 1998 as subsequently amended, implemented by article 34-ter.1.b) of Consob (the Italian Commission for listed entities and the stock exchange) regulation no. 11971 of 14 May 1999 and subsequent amendments and integrations, with the exclusion of placement in the United States and of any other country where offering or selling these bonds is illegal in accordance with the applicable law, and the subjects residing therein;
 - (vi) form and circulation regime: the new notes will be issued in the form of global notes (so-called Global Notes) and centralised in the securities depository system managed by Euroclear Bank SA/NV and Clearstream Banking, SA;
 - (vii) minimum denomination: €100,000.00 (one hundred thousand) and related multiples of €1,000 (one thousand), up to €199,000 (one hundred and ninety-nine thousand);
 - (viii) duration: 4.5 years (expiry date 28 July 2026)
 - (ix) issue price: at par;
 - (x) listing venue: Global Exchange Market (“**GEM**”) of the Dublin Stock Exchange (Euronext Dublin);
 - (xi) interest rate: fixed annual rate of 3.875%, as the annual coupon;
 - (xii) premium payment amount: €7.5 per calculation amount (whereby by calculation amount is meant €1,000 of the nominal amount of the New Notes);
 - (xiii) payment of interest: annually in arrears;
 - (xiv) bondholder protection mechanisms (in the case of events of default): in line with the provisions of the Resolutions;
 - (xv) covenants: as provided for in the Resolutions;
 - (xvi) applicable laws: English law (without prejudice to the relevant Italian regulations);
 - (xvii) redemption: at par on maturity, except for some limited cases of pre-redemption;
 - (xviii) pre-redemption: as provided for in the Resolutions;
 - (xix) ranking: senior unsecured;
2. to confirm that S&P Global Ratings Europe Limited (“**S&P**”) and Fitch Ratings Ireland Limited Italian Secondary Office (“**Fitch**”) are appointed as rating agencies with regard to the New Notes. Pursuant to Regulation (EU) 1060/2009 (as subsequently amended), (i) S&P and Fitch are rating agencies with a market share greater than 10%, as indicated on the website of the European Securities and Markets Authority and (ii) the Company does not deem it necessary to appoint another rating agency with a market share of less than 10%, given that:

- the subscribers of the New Notes must be exclusively qualified investors and, as such, should be able to independently assess risks linked to the subscription and the holding of the New Notes; and
- appointing a rating agency other than those that issue a “corporate” rating on the Company would lead to an extension of the timeline envisaged for completing the transaction and, consequently, a possible change in the current favourable market conditions;

All the above will be established in accordance with the most precise and detailed terms and conventional agreements, which will be defined when the New Notes are subscribed.

The Chief Executive Officer will carry out the above directly, or through the total or partial sub-delegation of the powers due to him and/or the appointment of special proxies for individual acts or categories of acts.

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Rome, 19 January 2022

Signed Chief Executive Officer