

ORDINARY SHAREHOLDERS' MEETING OF APRIL 27, 2023

REPORT OF THE BOARD OF DIRECTORS OF WEBUILD S.P.A. ON THE FIRST ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING. I.E.:

"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."

Dear Shareholders,

following the resignation on October 3, 2022, of the non-executive and non-independent Directors Pierpaolo Di Stefano and Tommaso Sabato, the Company's Board of Directors appointed, by co-optation, pursuant to Article 2386 of the Italian Civil Code and Article 20 of the Bylaws, the non-executive and non-independent Directors Andrea Alghisi and Francesco Renato Mele.

Said appointment, pursuant to the law, will expire on the convocation date of the Shareholders' Meeting: i.e. April 27, 2023.¹

Considering the above, you are called to approve the appointment of the above-mentioned co-opted Directors Andrea Alghisi and Francesco Renato Mele (whose curricula vitae are available on the Company's website in the [Governance System/Board of Directors Section](#)), who in case of a positive resolution of the Meeting will (i) remain in office until the expiry date of the current Board of Directors: i.e the Shareholders' Meeting date called to approve the 2023 Annual Financial Report; they will (ii) be paid, pro rata temporis, the same remuneration already resolved by the Shareholders' Meeting of April 30, 2021, for members of the Board of Directors: i.e. EUR 60,000 (annual/gross).

Please note that this appointment will be carried out according to the legal majority quota and the majority quota present in the Bylaws, without applying a vote by list. Moreover, should the Shareholders' Meeting positively resolve what has been proposed, the Company's Board of Directors will continue to comply with the applicable dispositions concerning gender equality, and to present a significant number of independent directors, in line with best practices.

Considering the above, the Board of Directors is asking you to approve the following resolution proposal.

RESOLUTION PROPOSAL

"The Shareholders' Meeting of Webuild S.p.A., which met in ordinary session:

- having understood that pursuant to Article 2386 of the Italian Civil Code, as of the date of this Shareholders' Meeting, the appointment of the Company's already co-opted (on October 3, 2022) Board Directors, Andrea Alghisi and Francesco Renato Mele, will expire; and,*
- having examined the report and relevant proposal of the Board of Directors on this point on the agenda,*

RESOLVED

to appoint as Company Board Directors:

Andrea Alghisi, born in Turin, on February 1, 1968, Italian TAX ID LGH NDR 68B01 L219V;

Francesco Renato Mele, born in Milan, on February 10, 1969, Italian TAX ID MLE FNC 69B10 F205K whose appointment will expire with the current Directors', and therefore during the Shareholders' Meeting called to approve the 2023 Annual Financial Report.

Rozzano, 16 March 2023

on behalf of the Board of Directors of Webuild S.p.A.
The Chairman – Donato Iacovone

¹ Reference [Press release dated October 3, 2022](#), available on the Group's website www.webuildgroup.com in the "Media" "Press releases and Press Notes" subsection, and on the authorized storage system "1INFO" at www.1info.it