

**WEBUILD S.p.A. REPORT ON THE FIRST ITEM ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING, CONCERNING:**

**"1. AMENDMENT OF ARTICLES 2, 13, 13 BIS, 13 TER, 22, 24 AND 26 OF THE ARTICLES OF ASSOCIATION. PERTAINING AND CONSEQUENTIAL RESOLUTION".**

Dear Shareholders,

this Report has been drawn up by the Board of Directors of Webuild S.p.A. ("**Webuild**" or the "**Company**" or the "**Issuer**") to illustrate the reasons justifying the proposal to amend Articles 2, 13, 13 bis, 13 ter, 22, 24 and 26 of the Articles of Association.

**1. REASONS FOR THE PROPOSED AMENDMENT TO ARTICLE 2 OF THE ARTICLES OF ASSOCIATION**

The company's SOA [public works certification] certificate is the main certification and a necessary condition for the company to be able to access tenders for the various trade categories on the domestic market and, in some cases, abroad, without having to resort to any external help.

Thanks to the variety of the works carried out and their timely certification in accordance with the law, the Company has been able to achieve exponential growth in recent years in the product categories and relative classes accessed via the SOA certification, which has led to the important result of 41 certified categories, 35 of which are under Unlimited Classification (a record in Italy in terms of potential access to tenders of any amount, including multiple works).

That said, in order to ensure access to further qualifications, Article 2 of the Company's Articles of Association should be amended to bring it more into line with the provisions of Article 76 of Presidential Decree No. 207/2010 ("**Presidential Decree**"), expressly providing that the Company may operate in the categories of general and specialized works indicated in Annex "A" to said Presidential Decree and any subsequent amendments and/or additions thereto.

**2. REASONS FOR THE PROPOSED AMENDMENT OF ARTICLES 13, 13 BIS, 13 TER, 22, 24 AND 26 OF THE ARTICLES OF ASSOCIATION**

The proposed amendments to Articles 13, 13 bis, 13 ter, 22, 24 and 26 of the Articles of Association are consequential:

- (i) to the resolution passed to set up the Special List provided for in Articles 127-quinquies of the Italian Consolidated Law [on Finance] with regard to the increase in voting rights, following the verification of the full completion of the Progetto Italia (Project Italy) by the Company's Board of Directors on 25 March 2022 (Articles 13, 13 bis and 13 ter);
- (ii) to the need to meet the Company's requirements for flexibility, clarity of presentation and/or operation, also in order to align certain provisions with the best market practices (Articles 22, 24 and 26).

### 3. PROPOSED AMENDMENT TO THE ARTICLES

CURRENT TEXT	"PROPOSED TEXT"
<p style="text-align: center;"><b>ART. 2</b></p> <p>2) The Company has as its purpose the construction, on its own account and on behalf of third parties, of road, port, hydraulic, hydroelectric, building and railway works, and in general any civil engineering construction in Italy and abroad.</p> <p>The company may undertake and carry out all commercial, industrial, financial, securities and real estate transactions deemed necessary and useful to achieve the corporate purpose, including study, design and consultancy activities in the sectors in which the company operates.</p> <p>It may acquire, both directly and indirectly, interests and investments in other companies or enterprises having a similar or related purpose to its own.</p> <p>It may also grant endorsements, sureties and guarantees, including collateral, for the debts of third parties.</p>	<p style="text-align: center;"><b>ART. 2</b></p> <p>2) The Company has as its purpose the construction, on its own account and on behalf of third parties, of road, port, hydraulic, hydroelectric, building and railway works, and in general any civil engineering construction in Italy and abroad. <b>In particular, the Company may carry out all the activities relating to all the categories of general and specialized works listed in Annex "A" to the Presidential Decree. of 5 October 2010 No. 207 and its subsequent amendments and integrations.</b></p> <p>The company may undertake and carry out all commercial, industrial, financial, securities and real estate transactions deemed necessary and useful to achieve the corporate purpose, including study, design and consultancy activities in the sectors in which the company operates.</p> <p>It may acquire, both directly and indirectly, interests and investments in other companies or enterprises having a similar or related purpose to its own.</p> <p>It may also grant endorsements, sureties and guarantees, including collateral, for the debts of third parties.</p>
<p style="text-align: center;"><b>ART. 13</b></p> <p>13) Each ordinary share entitles the holder to one vote.</p> <p>In derogation of the provisions of the above paragraph and without prejudice to the provisions of Article 13-bis below on the timing of establishment of the Special List (as defined below), each share entitles the holder to a double vote (and therefore to two votes for each share) provided that the share has belonged to the same person, by virtue of a real right legitimising the exercise of the voting right (full ownership with voting right or bare ownership with voting right or usufruct with voting right) for a continuous period of at least twenty-four months from the date of registration in the special list established and regulated in the timescales and procedures</p>	<p style="text-align: center;"><b>ART. 13</b></p> <p>13) Each ordinary share entitles the holder to one vote.</p> <p>In derogation of the provisions of the above paragraph and without prejudice to the provisions of Article 13-bis below on the <del>timing of</del> establishment of the Special List (as defined below), each share entitles the holder to a double vote (and therefore to two votes for each share) provided that the share has belonged to the same person, by virtue of a real right legitimising the exercise of the voting right (full ownership with voting right or bare ownership with voting right or usufruct with voting right) for a continuous period of at least twenty-four months from the date of registration in the special list established and regulated in the timescales and procedures</p>

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<p>indicated in Article 13-bis below (the "Special List"), as evidenced by a specific communication certifying the shareholding referring to the effective date of the continuous period issued by the intermediary at which the shares are deposited in accordance with current regulations.</p> <p>The acquisition of the increased voting rights is effective at the date that comes first between: (i) the fifth market day of the calendar month following the day on which the conditions required by the Articles of Association for the increase in voting rights are fulfilled; or (ii) the record date of any shareholders' meeting, determined in accordance with applicable law, after the date on which the conditions required by the Articles of Association for the increase in voting rights are fulfilled.</p>	<p>indicated in Article 13-bis below (the "Special List"), as evidenced by a specific communication certifying the shareholding referring to the effective date of the continuous period issued by the intermediary at which the shares are deposited in accordance with current regulations.</p> <p>The acquisition of the increased voting rights is effective at the date that comes first between: (i) the fifth market day of the calendar month following the day on which the conditions required by the Articles of Association for the increase in voting rights are fulfilled; or (ii) the record date of any shareholders' meeting, determined in accordance with applicable law, after the date on which the conditions required by the Articles of Association for the increase in voting rights are fulfilled.</p>
<p style="text-align: center;"><b>ART. 13 bis)</b></p> <p>The Company shall establish the Special List as of (and not before) the expiry of the 36th (thirty-sixth) month following 12 November 2019, or, if earlier, the date on which the Company's Board of Directors resolves, pursuant to Article 24) of these Articles of Association, to ascertain the full completion of the Italy Project, and shall maintain this list at the Company's head office, in the forms and with the contents required by the applicable regulations; the persons intending to benefit from increased voting rights need to register in said list. In order to obtain registration in the Special List (once established), the person entitled under this article must submit a special request, enclosing a communication certifying the shareholding - which may concern even only part of the shares held by the holder - issued by the intermediary at which the shares are deposited in accordance with the regulations in force. The increase may even be claimed for only part of the shares held by the holder. In the case of entities other than natural persons, the application must specify whether the entity is subject to direct or indirect control by third parties and the identification details of any controlling party. The provisions relating to the shareholders' register and any other relevant provisions, including those relating to the</p>	<p style="text-align: center;"><b>ART. 13 bis)</b></p> <p><del>The Company shall establish</del> The Special List as of (and not before) the expiry of the 36th (thirty-sixth) month following 12 November 2019, or, if earlier, the date on which the Company's Board of Directors resolves, pursuant to Article 24) of these Articles of Association, to ascertain the full completion of the Italy Project, - <b>established by the company</b> —<del>and shall</del> <b>is maintained</b> at the Company's head office, in the forms and with the contents required by the applicable regulations <b>and</b> the persons intending to benefit from increased voting rights <del>need to</del> <b>are</b> registered in said list. In order to obtain registration in the Special List (<del>once established</del>), the person entitled under this article must submit a special request, enclosing a communication certifying the shareholding - which may concern even only part of the shares held by the holder - issued by the intermediary at which the shares are deposited in accordance with the regulations in force. The increase may even be claimed for only part of the shares held by the holder. In the case of entities other than natural persons, the application must specify whether the entity is subject to direct or indirect control by third parties and the identification details of any controlling party. The provisions relating to the shareholders' register</p>

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<p>disclosure of information and the right of inspection of the shareholders, apply to the Special List referred to in this Article, insofar as they are applicable.</p> <p>The Special List is updated by the Company by the fifth open trading day after the end of each calendar month and, in any case, by the so-called record date envisaged by the regulations in force on the right to attend and vote at the shareholders' meeting.</p> <p>The Company removes the person from the Special List in the following cases:</p> <p>(a) waiver by the person concerned;</p> <p>(b) communication from the interested party or from the intermediary proving that the conditions for the increased voting right have ceased to exist or that the ownership of the legitimating real right and/or the related voting right has been lost;</p> <p>(c) automatically, if the Company is informed of the occurrence of facts that result in the loss of the prerequisites for the increased voting right or the loss of ownership of the legitimating real right and/or of the respective voting right.</p> <p>The increased voting right is lost:</p> <p>(x) in the event of the transfer of the share for a consideration or free of charge, it being understood that "transfer" also includes the establishment of a pledge, usufruct or other encumbrance on the share when this results in the loss of the voting right by the shareholder or in any case the enforcement of the pledge;</p> <p>(y) in the event of direct or indirect transfer of controlling interests in companies or entities that hold shares with increased voting rights over the threshold envisaged by Article 120, paragraph 2 of Italian Legislative Decree of 24 February 1998, no. 58 (the "Consolidated Finance Law").</p>	<p>and any other relevant provisions, including those relating to the disclosure of information and the right of inspection of the shareholders, apply to the Special List referred to in this Article, insofar as they are applicable.</p> <p>The Special List is updated by the Company by the fifth open trading day after the end of each calendar month and, in any case, by the so-called record date envisaged by the regulations in force on the right to attend and vote at the shareholders' meeting.</p> <p>The Company removes the person from the Special List in the following cases:</p> <p>(a) waiver by the person concerned;</p> <p>(b) communication from the interested party or from the intermediary proving that the conditions for the increased voting right have ceased to exist or that the ownership of the legitimating real right and/or the related voting right has been lost;</p> <p>(c) automatically, if the Company is informed of the occurrence of facts that result in the loss of the prerequisites for the increased voting right or the loss of ownership of the legitimating real right and/or of the respective voting right.</p> <p>The increased voting right is lost:</p> <p>(x) in the event of the transfer of the share for a consideration or free of charge, it being understood that "transfer" also includes the establishment of a pledge, usufruct or other encumbrance on the share when this results in the loss of the voting right by the shareholder or in any case the enforcement of the pledge;</p> <p>(y) in the event of direct or indirect transfer of controlling interests in companies or entities that hold shares with increased voting rights over the threshold envisaged by Article 120, paragraph 2 of Italian Legislative Decree of 24 February 1998, no. 58 (the "Consolidated Finance Law").</p>
<p style="text-align: center;"><b>ART. 13-ter</b></p> <p>13-ter) The increased voting right:</p> <p>a) is retained in the event of the establishment, by the party registered in the Special List, of a pledge, usufruct or other encumbrance on the shares (for as long as the voting right remains attributed to the party establishing the pledge or granting the</p>	<p style="text-align: center;"><b>ART. 13-ter</b></p> <p>13-ter) The increased voting right:</p> <p>a) is retained in the event of the establishment, by the party registered in the Special List, of a pledge, usufruct or other encumbrance on the shares (for as long as the voting right remains attributed to the party establishing the pledge or granting the</p>

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<p>usufruct and subject in any case to the enforcement of the pledge);            (b) is retained in the event of succession due to death in favour of the heir and/or beneficiary;            (c) is retained in the event of a merger or spin-off of the holder of the shares in favour of the company resulting from the merger or the beneficiary of the spin-off;            d) extends proportionally to newly issued shares in the event of a capital increase pursuant to Article 2442 of the Italian Civil Code and a capital increase through new contributions made in the exercise of option rights;            e) may also apply to shares assigned in exchange for shares to which the increased voting right is attributed, in the event of a merger or demerger of the Company, if this is envisaged by the respective project;            (f) is retained in the event of a transfer from one portfolio to another of UCIs managed by the same entity;</p> <p>(g) is retained in the case of a transfer free of charge to an entity such as, by way of example, a trust of which the transferor or its heirs are beneficiaries;</p> <p>(h) if the shareholding is held in a trust, is preserved in the event of a change of trustee.</p> <p>In the cases referred to in letters (d) and (e) of the preceding paragraph, the new shares acquire an increased voting right: (i) for newly issued shares to which the holder is entitled against ownership of shares for which the additional voting rights have already accrued, from the time of registration in the Special List, without the need for a further continuous holding period; (ii) for newly-issued</p>	<p>usufruct and subject in any case to the enforcement of the pledge);            (b) is retained in the event of succession due to death in favour of the heir and/or beneficiary;            (c) is retained in the event of a merger or spin-off of the holder of the shares in favour of the company resulting from the merger or the beneficiary of the spin-off;            d) extends proportionally to newly issued shares in the event of a capital increase pursuant to Article 2442 of the Italian Civil Code and a capital increase through new contributions made in the exercise of option rights;            e) may also apply to shares assigned in exchange for shares to which the increased voting right is attributed, in the event of a merger or demerger of the Company, if this is envisaged by the respective project;            f) is retained in the event of a transfer from one portfolio to another of UCIs managed by the same entity <b>(or equivalent transaction depending on the structure of the UCIs in question)</b>;            g) is retained in the case of a free of charge transfer to an entity such as, but not limited to, a trust of which the transferor or his/her heirs are beneficiaries, <b>or a free of charge transfer to heirs under a family agreement</b>;            h) if the shareholding is held in a trust, it is preserved in the event of a change of trustee.  <b>i) will be extended proportionally to newly-issued Shares in the event of the exercise of conversion rights attached to convertible bonds and other debt securities howsoever structured, provided that this is provided for in the regulations of such financial instruments.</b>            In the cases referred to in sub-paragraphs (d), <del>and</del> (e) <b>and (i)</b> of the preceding paragraph, the new shares acquire increased voting rights: (i) for newly issued shares to which the holder is entitled against ownership of shares for which the additional voting rights have already accrued, from the time of registration in the Special List, without the need for a further continuous holding period; (ii) for newly-issued shares to which the holder is entitled against ownership of shares for which the additional voting rights have not yet</p>

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<p>shares to which the holder is entitled against ownership of shares for which the additional voting rights have not yet accrued (but are in the process of being accrued), from the time of completion of the holding period calculated from the time of the original registration in the Special List.</p> <p>The holder of the increased voting right may at any time irrevocably waive (in whole or in part) the increased voting right by means of a written communication to be sent to the Company, notwithstanding that the increased voting right may be reacquired with respect to the shares for which it was waived by means of a new registration in the Special List and the full elapse of the continuous holding period of not less than 24 (twenty-four) months.</p> <p>The increased voting right is also taken into account for determining the constitution and resolution quorums which make reference to percentages of the share capital, but does not affect the rights, other than the voting right, due by virtue of the possession of certain percentages of the share capital.</p>	<p>accrued (but are in the process of being accrued), from the time of completion of the holding period calculated from the time of the original registration in the Special List.</p> <p>The holder of the increased voting right may at any time irrevocably waive (in whole or in part) the increased voting right by means of a written communication to be sent to the Company, notwithstanding that the increased voting right may be reacquired with respect to the shares for which it was waived by means of a new registration in the Special List and the full elapse of the continuous holding period of not less than 24 (twenty-four) months.</p> <p>The increased voting right is also taken into account for determining the constitution and resolution quorums which make reference to percentages of the share capital, but does not affect the rights, other than the voting right, due by virtue of the possession of certain percentages of the share capital.</p>
<p style="text-align: center;"><b>ART. 22</b></p> <p>22) The Board meets at the registered office of the Company or at any other place indicated in the notice of convocation, at the initiative of the Chairman (or, in his absence or impediment, of a Deputy Chairman, if appointed) or the Chief Executive Officer.</p> <p>The convocation must be made by written communication containing the Agenda, sent even only by fax or email to all the Directors in office and to the Statutory Auditors, at least six days before the day fixed for the meeting or, in case of urgency, at least one day before.</p> <p>The Board meeting must be convened when requested in writing by at least two Directors, sent, as appropriate, to one of the persons mentioned in the first paragraph, containing a list of the matters to be discussed.</p>	<p style="text-align: center;"><b>ART. 22</b></p> <p>22) The Board meets at the registered office of the Company or at any other place indicated in the notice of convocation, at the initiative of the Chairman (or, in his absence or impediment, of a Deputy Chairman, if appointed) or the Chief Executive Officer.</p> <p>The convocation must be made by written communication containing the Agenda, sent even only by fax or email to all the Directors in office and to the Statutory Auditors, at least six days before the day fixed for the meeting or, in case of urgency, at least one day before.</p> <p>The Board meeting must be convened when requested in writing by at least two Directors, sent, as appropriate, to one of the persons mentioned in the first paragraph, containing a list of the matters to be discussed.</p>

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<p>The Board of Directors may also be convened by at least one Auditor, after notifying the Chairman of the Board of Directors.</p> <p>The Board meeting must take place within 10 days of receiving the request. Board of Directors may even take place with participants located in different places, close-by or distant, linked by audio and/or video, provided that the collegial method and the principles of good faith and equal treatment of the attendees are respected. In particular:</p> <p>(i) the Chairman must be able to ascertain the identity and legitimacy of those present, to regulate the conduct of the meeting and to ascertain and announce the results of the voting;</p> <p>(ii) the person taking minutes must be able adequately to hear the events of the meeting which are being recorded;</p> <p>(iii) the attendees must be able to be fully informed and to participate in the discussion and simultaneous vote on the items on the agenda;</p> <p>The Board is considered to be held in the place where the Chairman and the Secretary of the meeting are located so that the minutes, signed by both, can be drawn up.</p> <p>The Directors to whom powers have been delegated report promptly and at least quarterly to the Board of Directors and to the Board of Statutory Auditors on the activities carried out and on the most important operations carried out by the Company or by its subsidiaries, in accordance with the law.</p> <p>The communication is made verbally at Board meetings, or by written and/or verbal and/or telephone communication to the Chairman of the Board of Statutory Auditors, if particular requirements of timeliness make this preferable.</p> <p>The Directors must inform the other Directors and the Board of Statutory Auditors of any interest they may have, on their own behalf or on behalf of third parties, in a given transaction, all in accordance with the law.</p>	<p>The Board of Directors may also be convened by at least one Auditor, after notifying the Chairman of the Board of Directors.</p> <p>The Board meeting must take place within 10 days of receiving the request. Board of Directors may even take place with participants located in different places, close-by or distant, linked by audio and/or video, provided that the collegial method and the principles of good faith and equal treatment of the attendees are respected. In particular:</p> <p>(i) the Chairman must be able to ascertain the identity and legitimacy of those present, to regulate the conduct of the meeting and to ascertain and announce the results of the voting;</p> <p>(ii) the person taking minutes must be able adequately to hear the events of the meeting which are being recorded;</p> <p>(iii) the attendees must be able to be fully informed and to participate in the discussion and simultaneous vote on the items on the agenda;</p> <p><del>The Board is considered to be held in the place where the Chairman and the Secretary of the meeting are located so that the minutes, signed by both, can be drawn up.</del></p> <p>The Directors to whom powers have been delegated report promptly and at least quarterly to the Board of Directors and to the Board of Statutory Auditors on the activities carried out and on the most important operations carried out by the Company or by its subsidiaries, in accordance with the law.</p> <p>The communication is made verbally at Board meetings, or by written and/or verbal and/or telephone communication to the Chairman of the Board of Statutory Auditors, if particular requirements of timeliness make this preferable.</p> <p>The Directors must inform the other Directors and the Board of Statutory Auditors of any interest they may have, on their own behalf or on behalf of third parties, in a given transaction, all in accordance with the law.</p>
<p style="text-align: center;"><b>ART. 24</b></p> <p>24) The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the company</p>	<p style="text-align: center;"><b>ART. 24</b></p> <p>24) The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the company</p>

CURRENT TEXT	"PROPOSED TEXT"
<p>without exception and it has the power to perform all acts it deems appropriate to carry out all activities constituting the corporate purpose or instrumental to the same, with the sole exception of those reserved by law to the shareholders' meeting. The Board of Directors may therefore resolve to open or close - in Italy and abroad - secondary offices with permanent representation, to reduce the share capital in the event of withdrawal by shareholders, to adapt the Articles of Association to regulatory provisions, to transfer the registered office within Italy, as well as to merge and spin-off in compliance with the provisions of Articles 2505 and 2505-bis of the Italian Civil Code.</p> <p>In compliance with the provisions of the related party transactions procedure adopted by the Company, in the event of urgency, also relating to situations of corporate crisis, transactions with related parties may be carried out according to the simplified procedures allowed by the rules and regulations in force.</p>	<p>without exception and it has the power to perform all acts it deems appropriate to carry out all activities constituting the corporate purpose or instrumental to the same, with the sole exception of those reserved by law to the shareholders' meeting. The Board of Directors may therefore resolve to open or close - in Italy and abroad - secondary offices with permanent representation, to reduce the share capital in the event of withdrawal by shareholders, to adapt the Articles of Association to regulatory provisions, to transfer the registered office within Italy, as well as to merge and spin-off in compliance with the provisions of Articles 2505 and 2505-bis of the Italian Civil Code.</p> <p>In compliance with the provisions of the related party transactions procedure adopted by the Company, in the event of urgency, also relating to situations of corporate crisis, transactions with related parties may be carried out according to the simplified procedures allowed by the rules and regulations in force.</p> <p><b>It is the exclusive competence of the Board of Directors to approve, amend and supplement the regulations of the Committees referred to in Article 26 below, as well as the Regulations governing the work of the Board of Directors.</b></p>
<p style="text-align: center;"><b>ART. 26</b></p> <p>The Board of Directors sets up the following committees from among its members: (i) a Control and Risk Committee, (ii) a Remuneration and Appointments Committee, (iii) a Related Party Transactions Committee.</p> <p>Without prejudice to the foregoing, the Committees are vested with the functions and duties envisaged for each of them by the law, including regulations, in force at the time and by the Corporate Governance Code of Borsa Italiana</p>	<p style="text-align: center;"><b>ART. 26</b></p> <p>The Board of Directors sets up the following committees from among its members: (i) a Control and Risk Committee, (ii) a Remuneration and Appointments Committee, <b>and</b> (iii) a Related Party Transactions Committee. <b>The Board of Directors may also set up other internal committees as it deems appropriate. In both cases, it is up to the Board of Directors to determine their composition and operating procedures, including by drawing up ad hoc regulations.</b></p> <p><del>Without prejudice to the foregoing,</del> <b>The Committees under (i)-(iii) are vested with the functions and duties envisaged for each of them by the law, including regulations, in force at the time and by the Corporate Governance Code of Borsa Italiana S.p.A., as well as by the respective</b></p>

CURRENT TEXT	"PROPOSED TEXT"
S.p.A., as well as by the respective regulations approved by the Board pursuant to Art. 24 above.	regulations approved by the Board pursuant to Art. 24 above.

#### **4. RIGHT OF WITHDRAWAL**

The proposal to amend the clause of the corporate purpose (Art. 2) does not fall within the scope of Art. 2437 of the Italian Civil Code, as it does not entail a change in the Company's business, but is intended to comply with a legal provision and to clarify businesses already included in the corporate purpose (and already carried out in practice), and therefore the businesses carried out by Webuild remain unchanged.

The further proposed amendments to the Articles of Association (Articles 13, 13 bis, 13 ter, 22, 24 and 26) also do not fall within any of the withdrawal cases under the Articles of Association and the applicable legal and regulatory provisions.

Consequently, shareholders who do not participate in the relevant resolutions will not be entitled to withdraw for all or part of their shares.

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#### **PROPOSAL FOR A RESOLUTION OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders,

in view of the above, the Board of Directors submits the following draft resolution for your approval:

*"The Shareholders' Meeting of Webuild S.p.A. having met in an extraordinary session:*

- (i) having taken note of the "Report of the Board of Directors" and the proposals contained therein; and*
- (ii) agreeing to amend Articles 2, 13, 13 bis, 13 ter, 22, 24 and 26 of the Articles of Association;*

#### **resolves**

- (i) to amend Article 2 of the Articles of Association, according to the "Proposed Text" in the Board of Directors' report;*
- (ii) to amend Articles 13, 13 bis, 13 ter, 22, 24 and 26 of the Articles of Association, according to the "Proposed Text" in the Board of Directors' report;*
- (iii) to confer on the Board of Directors, and on its behalf to the current Chief Executive Officer, also via special attorneys appointed for this purpose, all the broadest powers - without any exclusion - necessary or appropriate to implement the above resolutions, as well as, on behalf of the Company, to make any amendment, integration or deletion, not of a substantial nature, to the resolutions passed by the Shareholders' Meeting that may be necessary, at the request of any competent authority, or at the time of registration with the Register of Companies."*

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Rozzano, 29 March 2022

for the Board of Directors of Webuild S.p.A.

The Chairman - Donato Iacovone