

ORDINARY SHAREHOLDER'S MEETING APRIL 27, 2023

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

"2. FINANCIAL STATEMENTS AS AT DECEMBER 31, 2022. DIRECTORS', BOARD OF STATUTORY AUDITORS' AND INDEPENDENT AUDITORS' REPORTS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2022. PRESENTATION OF THE CONSOLIDATED NON-FINANCIAL STATEMENT AS AT DECEMBER 31, 2022.

2.1. APPROVAL OF THE FINANCIAL STATEMENTS AS DECEMBER 31, 2022.

2.2. DISTRIBUTION OF A DIVIDEND."

Dear Shareholders,

with regard to this item on the agenda, please refer to the Annual Financial Report as at December 31, 2022, of Webuild S.p.A. (hereinafter "**The Company**") - which includes the Director's, Statutory Auditors' and Independent Auditors' Reports – which will be made available to the public, pursuant to the Law, at the company's headquarters, on the centralized storage system authorized by Consob, "1Info", (www.1info.it), and on the Company's website in the "Governance – Shareholders' Meeting" section.

The 2022 Draft Separate Financial Statements, submitted for approval to the Shareholders' Meeting, show a loss of € 69,556,544.54 for the year.

To this end, we propose:

(i) to cover the loss for the year of € 69,556,544.54 by using the full amount of the "Retained Earnings" of € 4,048,498.81 and € 65.508.045,73 through the partial use of "Other reserves negative goodwill (demerger)" with a surplus of € 415,454,774.14. Please note that the item "Retained Earnings" is taken fully by transferring from the reserve "IFRS 2 Share-based Payment" a fair value of no. 125,402 "shares of Unforeseen Creditors" and no. 916,976 "shares of Potential Creditors" as a conversion of the subordinated debts ascertained during the 2022 financial year, as stated in the Annual Financial Statements, at page 439;

(ii) from the aforementioned residual of the "Other reserves negative goodwill (demerger)" reserve, to distribute to ordinary and savings Shareholders a dividend of € 0.057, gross of the withholding tax required by law, for each existing ordinary and savings share entitled to the dividend, on the ex-dividend date ("**ex-dividend date**");

(iii) to set as the ex-dividend date of the aforementioned ordinary and savings dividends, May 22, 2023 and as payment date May 24, 2023 (record date: May 23, 2023).

(iv) to grant the Board of Directors and, through the Board, the Chairman e Chief Executive Officer, pro tempore in office, separately from each other, including by means of special attorneys appointed for the purpose, the broadest powers without exception, necessary or suitable for carrying out the resolutions shown above.

It should be noted that, since it is a distribution of "Other reserves negative goodwill (demerger)", the dividend proposed for the savings shares cannot be classified as a privileged dividend, pursuant to art. 34, letter b), of the Bylaws. In this regard, the provisions of art. 8 of the Bylaws, state that "In the event of distribution of reserves, the savings shares have the same rights as ordinary shares."

It should also be noted that the number of outstanding ordinary shares entitled to receive a dividend on the ex-dividend date will be determined on the basis of:

(i) treasury shares held in portfolio at the ex-dividend date;

(ii) possible allocation, on the ex-dividend date, of Webuild shares to Potential Unsecured Creditors under the terms of the Astaldi S.p.A. Demerger Project in favour of Webuild S.p.A. ("**Demerger**"), on the shares already issued by the Company in anticipation of the satisfaction of said Creditors;

(iii) possible issuance, on the ex-dividend date, of new ordinary shares, in exercise of the authority granted to the Board of Directors by the Shareholders' Meeting of 30 April 2021, to be allocated to Unexpected Unsecured Creditors arising from the Demerger;

(iv) subject to the issuances referred to in point (iii) above, any issuance, on the ex-dividend date, of new ordinary shares, in exercise of the power granted to the Board of Directors by the Shareholders' Meeting of 30 April 2021, to be allocated to the holders of the "Webuild Warrants 2021-2030" ("**Antidilutive**

Warrants"), who request them in accordance with the procedures and timeframes set out in the Antidilutive Warrants Regulations.

With respect to the aforementioned, the Board of Directors submits the following resolution proposal for Your approval.

RESOLUTION PROPOSAL ON ITEM 2.1 ON THE AGENDA

"The Shareholders' Meeting of Webuild S.p.A., convened in ordinary session,

- *having examined the Annual Financial Report of Webuild S.p.A. as at December 31, 2022;*
- *having acknowledged the reports of the Board of Statutory Auditors and the Independent Auditors KPMG S.p.A.;*

RESOLVES

to approve the Separate Financial Statements as at December 31, 2022 of Webuild S.p.A., which shows a loss of € 69,556,544.54 for the year.

RESOLUTION PROPOSAL ON ITEM 2.2 ON THE AGENDA

"The Shareholders' Meeting of Webuild S.p.A., convened in ordinary session, having examined the Annual Financial Report of Webuild S.p.A. as at December 31, 2022;

RESOLVES

(i) to cover the loss for the year of € 69,556,544.54 by using the full amount of the "Retained Earnings" of € 4,048,498.81 and € 65.508.045,73 through the partial use of "Other reserves negative goodwill (demerger)" with a surplus of € 415,454,774.14;

*(ii) from the aforementioned residual of the "Other reserves negative goodwill (demerger)" reserve, to distribute to ordinary and savings shareholders a dividend of € 0.057, gross of the withholding tax required by law, for each existing ordinary and savings share entitled to the dividend, on the ex-dividend date ("**ex-dividend date**");*

(iii) to set as the ex-dividend date of the aforementioned ordinary and savings dividends, May 22, 2023 and as payment date May 24, 2023 (record date: May 23, 2023).

(iv) to grant the Board of Directors and, through the Board, the Chairman and the Chief Executive Officer, pro tempore in office, separately from each other, including by means of special attorneys appointed for the purpose, the broadest powers without exception, necessary or suitable for carrying out the resolutions shown above."

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Rozzano, March 16, 2023

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