

ORDINARY SHAREHOLDERS' MEETING OF APRIL 27, 2023

REPORT OF THE BOARD OF DIRECTORS OF WEBUILD S.P.A. ON THE FOURTH ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING, BEARING:

"4. APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEARS 2024-2032.

4.1 APPOINTMENT OF THE INDEPENDENT AUDITORS.

4.2 DETERMINATION OF THE REMUNERATION OF THE INDEPENDENT AUDITORS."

Dear Shareholders,

with the approval of the financial statements for the year ending December 31, 2023, by the Shareholders' Meeting to be convened in 2024, the appointment of KPMG S.p.A. as independent auditor, by the Board of Directors of Webuild S.p.A. (previously Salini Impregilo S.p.A., then "**Webuild**") on April 30, 2015, for the nine-period 2015-2023, will expire, without the possibility of renewal in accordance with the law.

Having considered the dimension and complexity of Webuild and the Group as a whole, the Board of Statutory Auditors, in agreement with the relevant corporate functions, decided to anticipate the selection procedure for the appointment of the mandate of independent auditor, for the 9-year period 2024-2032, with regard to Webuild and to specific Group companies. The anticipated appointment of the independent auditors - which is a common practice among listed companies, besides complying with the imposed timings to safeguard the independence of the auditor (aka *cooling in period* ex art. 5 of the European Regulation), also offers a better "change of guards" period between the exiting auditor and the new one.

Considering the above, pursuant to provisions of Art. 13 of Italian Legislative Decree January 27, 2010, no. 39, the Board of Statutory Auditors has formulated a Recommendation with regard to the appointment of Webuild's independent auditor for fiscal years 2024-2032, attached sub-A "**Recommendation**").

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:

- *acknowledged the reasoned proposal of the Board of Statutory Auditors regarding the appointment of Webuild's independent auditor for the financial years 2024-2032,*
- *having understood that the selection activity has met all the requirements provided for by Italian Legislative Decree January 27, 2010, no. 39 (as amended by Italian Legislative Decree July 17, 2016, no. 135) and by Regulation (UE) no. 537/2014 of the European Parliament and its Council of April 16, 2014;*
- *having examined the report and relevant proposal of the Board of Directors on this point on the agenda,*

RESOLVED

to appoint the mandate of independent auditor of Webuild S.p.A., for the fiscal years 2024 – 2032:

*(i) primarily to **PricewaterhouseCoopers S.p.A.**, which ranked first following the assessments carried out according to technical and economic methods of the selection procedure and, therefore, considered to be more adequate to carry out the mandate, for an annual remuneration of EUR 1,356,444.00;*

(ii) as a second option – if the voting result at the above point (i), does not reach the required voting percentage – to EY S.p.A., the second-best preferred option by the members of the Board of Statutory Auditors, for an annual amount of EUR 1,520,000.00,

knowing that to the above remunerations, the following must also be added: expenses paid for specific needs, contributions (national insurance funds, Consob or other watch committees), VAT and adjustments based on ISTAT variations due to living costs."

Rozzano, 16 March 2023

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