

## ORDINARY SHAREHOLDERS' MEETING APRIL 30, 2021

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

**"5. REMUNERATION REPORT PURSUANT TO ARTICLE 123-TER OF ITALIAN LEGISLATIVE DECREE OF 24 FEBRUARY 1998, No 58**

**5.1. 2021 REMUNERATION POLICY. INHERENT AND CONSEQUENT RESOLUTIONS.**

**5.2. REPORT DETAILING THE REMUNERATIONS PAID IN 2020. INHERENT AND CONSEQUENT RESOLUTIONS."**

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**5.1. 2021 REMUNERATION POLICY. INHERENT AND CONSEQUENT RESOLUTIONS.**

Dear Shareholders,

with regard to this item on the agenda, please refer to Section I of the "Report on the remuneration policy and fees paid" (hereinafter, the "Report"), which will be made available to the public, in accordance with the law, at the company's headquarters, on the centralised storage system authorised by Consob, "1Info", (which may be consulted at [www.1info.it](http://www.1info.it)), and on the Company's website [www.webuildgroup.com](http://www.webuildgroup.com), in the "Governance – Shareholders' Meeting" section.

In particular, Section I of the Report, submitted to the binding vote of the Shareholders' Meeting pursuant to Article 123-ter, paragraph 3-ter of the TUF, illustrates Webuild's remuneration policy ("Remuneration Policy") for:

- a) members of the Board of Directors, differentiated according to directors vested with particular offices (including the executive directors) and non-executive directors;
- b) General Managers;
- c) other Executives with strategic responsibilities;
- d) members of the supervisory bodies, with no prejudice to the provisions of Article 2402 of the Italian Civil Code.

It also explains the procedures observed by the Company for drafting, approving and implementing the Remuneration Policy and the parties involved in the process.

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### **RESOLUTION PROPOSAL**

#### **OF THE ORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders,

with respect to the aforementioned matters, the Board of Directors submits the following draft resolution for your approval:

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

#### **RESOLVES**

*to approve Section I of the Report on the remuneration policy and fees paid, containing Webuild S.p.A.'s 2021 Remuneration Policy for the year period 2021.*

## 5.2. REPORT DETAILING THE REMUNERATION PAID IN 2020. INHERENT AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

with regard to this point on the agenda, refer to Section II of the “Report on the remuneration policy and fees paid”.

Said section, annually submitted for a non-binding vote by the shareholders, both in favour or against, pursuant to Article 123-ter, paragraph 6 of the TUF, particularly illustrates, besides comparing the annual change in remuneration, the Company's results and the remuneration of employees, by name, the individual items which comprise the remuneration paid by the Company to the members of the Board of Directors and of the Board of Statutory Auditors, as well as to the General Managers and, in aggregate form, to the Executives with strategic responsibilities, shown with reference to the year 2020, irrespective of form or purpose, including the indemnities envisaged in the event of resignation and/or the termination of role of the employment relationship, with an indication of the consistency with the policy approved by the Company for the relevant year.

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### **RESOLUTION PROPOSAL** **OF THE ORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders,

with respect to the aforementioned matters, the Board of Directors submits the following draft resolution for your approval:

*“The Shareholders’ Meeting of Webuild S.p.A., convened in ordinary session,*

#### **RESOLVES**

*in favour of Section II of the Report on the remuneration policy and fees paid, showing, besides comparing the annual change in remuneration, the Company's results and the remuneration of employees, by name, the individual items which comprise the remuneration paid to the members of the Board of Directors and of the Board of Statutory Auditors, as well as to the General Managers and, in aggregate form, to the Executives with strategic responsibilities, with reference to the year 2020.*

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Milan, 19 March 2021

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