

## PRESS RELEASE

### **WEBUILD PRESENTS TO THE FINANCIAL COMMUNITY A NEW BOND TO REFINANCE ITS DEBT**

**MILAN, September 18, 2023** – Webuild S.p.A. (“**Webuild**” or the “**Company**”) is organising a *roadshow* for qualified investors, both Italian and international, in order to evaluate markets conditions for a possible issue of unsecured fixed-rate senior notes (the “**New Notes**”), with the appointment of BNP Paribas, BofA Securities Europe SA, Goldman Sachs International, HSBC Continental Europe, Intesa Sanpaolo S.p.A. (IMI CIB Division), Natixis and UniCredit as *Joint Lead Managers*.

The net proceeds of any issuance of the New Notes are intended to be used, in whole or in part, for: (i) repayment of the existing indebtedness of the Company, also through the purchase by the Company of part of the following notes denominated: (a) “€500,000,000 1.750 per cent. Notes due 26 October 2024” (ISIN: XS1707063589), whose outstanding principal amount is currently equal to Euro 500,000,000 (the “**2024 Notes**”) and (b) “€750,000,000 5.875 per cent. Notes due 15 December 2025” (ISIN: XS2271356201), whose outstanding principal amount is currently equal to Euro 750,000,000 (the “**2025 Notes**”), pursuant to a tender offer launched today by the Company (the “**Tender Offer**”) and (ii) general corporate purposes of the Company.

The transaction would allow the extension of part of Webuild group's debt maturities, lengthening its average life, and seizing market opportunities.

Should market conditions allow it, the transaction will be carried out in September 2023.

The New Notes are envisaged to be offered to qualified investors only, excluding any placement in the United States of America and certain other jurisdictions, and to be listed on the Global Exchange Market of Euronext Dublin. As per market practice, the terms and conditions of the New Notes, including the applicable rate of interest, will be determined on the pricing date by taking into consideration, *inter alia*, the acceptances received pursuant to the tender offer of the 2024 Notes, 2025 Notes and market conditions.

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No action has been taken by the Company, the aforementioned banks or any of their respective affiliates that would permit an offering of the securities or possession or distribution of this press release or any publicity material relating to the securities in any jurisdiction where action for such purposes is required. Persons into whose possession this press release comes are required to inform themselves about and to observe any such restrictions.

This press release shall not be distributed, whether directly or indirectly, in the United States of America (as defined in Regulation S contained in the US Securities Act of 1933, as subsequently amended - “**US Securities Act**”) or in any other country where the offer or the sale would be forbidden by the law. This press release is not, and is not part of, an offer or sale of securities to the public or a solicitation to purchase or sell securities, and there will be no offer of securities or solicitation to sell or purchase securities in any jurisdiction where such offer or solicitation would be forbidden by the law. The securities mentioned in this press release have not been and will not be registered under the US Securities Act and may not be offered or sold in the United States of America without a registration or a specific exemption from registration under the US Securities Act. No offers of the securities to the public or solicitation to sell or purchase securities shall be made in the United States of America or in any other country.

Furthermore, in the United Kingdom this press release is only being distributed to and is only directed at persons who (i) are outside of the United Kingdom or (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order; or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**Relevant Persons**”). Any investment activity to which this communication may relate is only available to, and any invitation, offer, or agreement to engage in such investment activity will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not rely on this press release or any of its contents.

Any documentation relating to the New Notes will not be submitted to CONSOB (the Italian Securities Exchange Commission) for approval pursuant to the applicable laws and regulations. Therefore, the New Notes may not be offered, sold or distributed to the public in the territory of the Republic of Italy, other than to qualified investors, as defined by Article 2(e) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and the applicable Italian laws, and in other circumstances which are exempted from the rules on public offers pursuant to Article 1 of the Prospectus Regulation and the applicable Italian laws.

Solely for the purposes of each manufacturer’s product approval process pursuant to the Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments, as amended (“**MiFID II**”), the target market assessment in respect of the New Notes has led to the conclusion that: (i) the target market for the New Notes is eligible counterparties and professional clients only, each as defined in the MiFID II; and (ii) all channels for distribution of the New Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the New Notes (a “**Distributor**”) should take into consideration the manufacturers’ target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

The offering of the New Notes is not intended to be made to and should not be made to any retail investor in the European Economic Area (“**EEA**”) or the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling notes or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation.

In connection with the offering of the New Notes, each of the aforementioned banks and their respective affiliates, acting as investors for their own account, may subscribe the New Notes and for such reason hold in their portfolios, purchase or sell such securities or any security of the Company or make any related investment. Each and every of the aforementioned banks do not intend to disclose the amount of such investments or transactions other than to the extent required by the applicable laws and regulations.

In connection with the New Notes issue, the aforementioned banks are acting on behalf of the Company and no one else and will not be responsible to any other person for providing the protections afforded to their clients or for providing advice given in relation to the securities.

Neither BNP Paribas, BofA Securities Europe SA, Goldman Sachs International, HSBC Continental Europe, Intesa Sanpaolo S.p.A. (IMI CIB Division), Natixis or UniCredit, nor any of their affiliates or managers, executives, employees, advisors or agents, assume any responsibility whatsoever or make any representation or guarantee, express or implicit, for the correctness, accuracy and/or completeness of the information contained therein (or for the omission of information therein) or for any other information relating to the Company, provided in writing, orally or in the electronic form, and anyhow communicated or made available or for any loss in any way deriving from the use of this press release or its content or anyhow emerge relating to this press release or its content.

#### **Stabilisation**

In connection with the issue of the New Notes, BofA Securities Europe SA (the “**Stabilising Manager**”) (or persons acting on behalf of the Stabilising Manager) may over allot New Notes or effect transactions for a limited time with a view to supporting the market price of the New Notes at a level higher than that which might otherwise prevail in the open market. However, stabilisation may not

necessarily occur. Any stabilisation action, if commenced, may begin on or after the date on which adequate public disclosure of the terms of the offer of the New Notes is made and, if begun, may cease at any time, and must be brought to an end no later than the earlier of 30 days after the issue date of the New Notes and 60 days after the date of the allotment of the New Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager (or any person acting on behalf of the Stabilising Manager) in accordance with all applicable laws and rules.

#### Advertisement

The prospectus relating to the New Notes, when published, will be available at [www.webuildgroup.com](http://www.webuildgroup.com).

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*Webuild is a global leader in the design and construction of large, complex projects in the sectors of sustainable mobility (rail, metro, bridges, roads, ports), hydropower (dams, power plants), water (treatment and desalination plants, wastewater management, irrigation dams) and green buildings (civil and industrial buildings, airports, stadiums, hospitals). It supports clients in achieving the 6 Sustainable Development Goals (SDGs) established by the United Nations. The recognised leader in infrastructure for the water sector, it operates in 50 countries. It has 85,000 direct and indirect employees from 100 nationalities, and a supply chain of more than 17,500 businesses. In its 117 years of applied engineering on more than 3,200 projects, the Group has built 14,118 kilometres of rail and metro lines, 82,509 kilometres of roads and highways, 1,018 kilometres of bridges and viaducts, 3,396 kilometres of tunnels, and 313 dams and hydropower plants. Projects include the Genoa San Giorgio Bridge, the second Panama Canal, the Lake Mead Third Intake hydraulic project near Las Vegas in the United States, the Airport Line in Perth, Australia and the Stavros Niarchos Foundation Cultural Center in Athens. Projects under construction include the Brenner Base Tunnel, Line 4 of the Milan metro system, the Terzo Valico dei Giovi-Nodo di Genova in Italy, and the North East Link of Melbourne in Australia. As of June 30, 2023, the Group had total orders worth €61 billion, with more than 90% of the Group's construction backlog related to projects linked to the advancement of the United Nations 2030 Sustainable Development Goals (SDGs). Webuild, subject to the direction and coordination of Salini Costruttori S.p.A., is headquartered in Italy and is listed on the Milan stock exchange (WBD; WBD.MI; WBD:IM). Since 2021, it is member of the MIB ESG, the index of Italian companies with the best ESG practices.*

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[More information at www.webuildgroup.com](http://www.webuildgroup.com)



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