

(Translation from the Italian original which remains the definitive version)

WEBUILD S.p.A.

Company managed and coordinated by Salini Costruttori S.p.A.

Registered office in Centro Direzionale Milanofiori Strada 6 - Palazzo L
20089 Rozzano (Milan)

Fully paid-up share capital €600,000,000.00

Tax code and Milan Monza Brianza Lodi Company Registration no. 00830660155

DECISION OF THE CHIEF EXECUTIVE OFFICER OF 20 SEPTEMBER 2023

Today, 20 September 2023, at 7 p.m., in Rome, in Via della Dataria 22, Mr Pietro Salini, as the CEO of **WEBUILD S.p.A.** (the “**Company**”), advised that he intends to make his own decision regarding a new financing transaction through the issuance of senior unsecured bonds by the Company.

Whereas:

- with its resolution of 6 September 2023 (as per the minutes of 7 September 2023 filed in folder no. 15998/binder no. 8760 kept by Andrea De Costa, notary public in Milan, and registered in the Register of Companies of Milan Monza Brianza Lodi on that same date), amended by resolution of 20 September 2023 (as per the minutes of 20 September 2023 filed in folder no. 16079 of binder no. 8811 kept by Andrea De Costa, notary public in Milan, and being filed in the Register of Companies of Milan Monza Brianza Lodi) the Company’s Board of Directors approved, pursuant to and for the purposes of article 2410 and et seq. of the Italian Civil Code, the issue, even in several series or tranches, of a senior unsecured bond for a total nominal amount between Euro 300 million and Euro 800 million, at a fixed rate (annual rate between 5.5% and 7.50%) , with a duration of up to a maximum of 5 years, intended for listing on the Global Exchange Market of the Dublin Stock Exchange (Euronext Dublin) (or other Italian or foreign multilateral trading system) (the “**New Loan**”), with the aim of repay the Company’s existing debt (including through the repurchase of the bonds denominated “*€ 500,000,000 1.750 per cent. Notes due 26 October 2024*” (ISIN: XS1707063589) (the “**2024 Notes**”) and “*€ 750,000,000 5.875 per cent. Notes due 15 December 2025*” (ISIN: XS2271356201) (the “**2025 Bonds**”)), and to support the general purposes of the Webuild Group, and having the additional characteristics best indicated in the aforementioned resolutions, delegating to the CEO:
- 1. the power, with the right to sub-delegate for individual acts or categories of acts, to execute the issue of the New Notes, defining their terms and conditions in light of the market conditions and the subscription offers received, as well as defining the contents of the related regulation (including the interest rate), in compliance with the instructions provided by the Board of Directors in the aforementioned resolutions: and
- 2. any and all additional powers, none excluded, and with the right to sub-delegate and to appoint representatives for single deeds or categories of deeds, to implement the aforementioned resolutions, putting in place any measure deemed opportune, instrumental, connected to and/or useful for the positive outcome of the operation;

the current market conditions appear favourable for proceeding with the issuance of the New Notes referred to in the aforementioned resolutions of the Board of Directors of 6 September 2023 and 20 September 2023.

That being said, the undersigned, in his aforementioned capacity as the Chief Executive Officer of the Company

Resolves

1. to implement the aforementioned resolutions and therefore to proceed with the issuance of the New Notes, determining the conditions, as detailed below:
 - (i) nominal amount: €450 million;
 - (ii) denomination: Euro;
 - (iii) purpose: (a) reimbursement of the existing debt of the Company, including through the repurchase by the Company of the 2024 Bonds and the 2025 Bonds, pursuant to the Tender Offer and (b) general purposes of the Webuild group;
 - (iv) type of bond: bearer;
 - (v) recipients: only qualified investors, as defined in article 1.4 of Regulation (EU) 2017/1129 and article 100 and subsequent articles of Legislative decree no. 58 of 24 February 1998 as subsequently amended, implemented by article 34-ter.1.b) of Consob (the Italian Commission for listed entities and the stock exchange) regulation no. 11971 of 14 May 1999 and subsequent amendments and integrations, with the exclusion of placement in the United States and of any other country where offering or selling these bonds is illegal in accordance with the applicable law, and the subjects residing therein;
 - (vi) form and circulation regime: the new notes will be issued in the form of global notes (so-called Global Notes) and centralised in the securities depository system managed by Euroclear Bank SA/NV and Clearstream Banking, SA;
 - (vii) minimum denomination: €100,000.00 (one hundred thousand) and related multiples of €1,000 (one thousand), up to €199,000 (one hundred and ninety-nine thousand);
 - (viii) duration: 5 years
 - (ix) issue price: at par, corresponding the 98.982%;
 - (x) listing venue: Global Exchange Market of the Dublin Stock Exchange (Euronext Dublin);
 - (xi) interest rate: fixed annual rate of 7%, as the annual coupon;
 - (xii) payment of interest: annually in arrears;
 - (xiii) bondholder protection mechanisms (in the case of events of default): in line with the provisions of the aforementioned resolutions;
 - (xiv) covenants: as provided for in the Resolutions;
 - (xv) applicable laws: English law (without prejudice to the relevant Italian regulations);
 - (xvi) redemption: at par on maturity, except for some limited cases of pre-redemption;
 - (xvii) pre-redemption: as provided for in the aforementioned resolutions;
 - (xviii) ranking: senior unsecured;

- 2 to confirm that S&P Global Ratings Europe Limited and Fitch Ratings Ireland Limited Italian Secondary Office are appointed as rating agencies with regard to the New Notes.

The Chief Executive Officer will carry out the above directly, or through the total or partial sub-delegation of the powers due to him and/or the appointment of special proxies for individual acts or categories of acts.

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Rome, 20 September 2023

Signed Chief Executive Officer