

NOTICE OF CALL

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF WEBUILD S.P.A.

pursuant to Art. 16 of the Bylaws and to Article 125-bis of Legislative Decree 58/98 ("T.U.F.").

The Extraordinary and Ordinary Shareholders' Meeting of Webuild S.p.A. ("Webuild" or "Company") is called to meet on **Wednesday, April 24, 2024, at 3 p.m.** in one single call, according to the methods described in this notice of call, to discuss and make resolutions on the following

Agenda

Extraordinary Part

1. Amendment of the Bylaws. Inherent and consequent resolutions.
 - 1.1 Amendment of Article 7 (Share Capital - Bonds).
 - 1.2 Amendment of Articles 12 and 14 (Shareholders' Meeting).
 - 1.3 Amendment of Article 20 (Management and Representation).
 - 1.4 Amendment of Article 22 (Management and Representation).
 - 1.5 Amendment of Article 30 (Board of Statutory Auditors).
 - 1.6 Other Amendments to Articles 21 and 28

Ordinary Part

1. Financial statements as of December 31, 2023. Directors', Board of Statutory Auditors', and Independent Auditors' Reports. Presentation of the Consolidated Financial Statements as of December 31, 2023. Presentation of the consolidated non-financial report as of December 31, 2023.
 - 1.1. Approval of the Financial Statements as of December 31, 2023.
 - 1.2. Distribution of a dividend.
2. Appointment of the Board of Directors.
 - 2.1. Determination of the duration of the mandate of the Board of Directors.
 - 2.2. Appointment of the Board Directors and of the Chairman.
 - 2.3. Determination of the remuneration of Directors.
 - 2.4. Determination of the remuneration of the Chairman.
3. Authorization to purchase and dispose of own shares subject to revocation, for the part that remained unexecuted, of the authorization resolution taken by the Ordinary Shareholders' Meeting on April 27, 2023. Inherent and consequent resolutions.
4. Remuneration Report pursuant to Article 123-ter of Legislative Decree of February 24, 1998, no. 58.
 - 4.1. Integration of the 2023-2025 Remuneration Policy (Section I). Inherent and consequent resolutions.
 - 4.2. Report on the remuneration paid in FY2023 (Section II). Inherent and consequent resolutions.

Share capital

Pursuant to Article 6 of the Bylaws, the issued and fully paid share capital of the Company amounts to €600,000,000.00 and is divided into 1,019,138,641 shares, without par value, of which 1,017,523,150 ordinary shares (with the right to vote in the shareholders' meetings of the company) and 1,615,491 savings shares (with the right to vote in meetings for that share class).

As of today, the Company holds 21,877,494 own shares for which, pursuant to the law, the voting right is suspended.

Entitlement to intervene and to vote at the Meeting

Pursuant to the Law, entitlement to intervene in the Meeting, that will only occur through the Appointed Representative is subject to the receipt of a communication by the Company, to be requested by every entitled subject, to their intermediary and issued by the latter, based on the relevant evidences at the end of the accounting day of the seventh open trading day preceding the date set for the Meeting in single call (*record date*), i.e. **April 15, 2024**. Registrations in credit and debt performed on the accounts after this term will therefore not allow the entitled subject to

attend and vote at the Meeting. Those who become shareholders only after the abovementioned *record date* will therefore not be entitled to intervene and vote at the meeting. The intermediaries' notices to the Company are to be made pursuant to the regulations in force.

At the time of the *record date* no shareholder will have had the benefit of the increased voting right, pursuant to Articles 13 and subsequent articles of the Bylaws.

Voting by mail or through electronic means is not allowed.

Modes to intervene and vote by proxy through the Appointed Representative

As allowed by Article 3, paragraph 12-duodecies, of Italian Decree of December 30, 2023, no. 215 (so called "*Decreto Milleproroghe 2024*"), converted into Law no. 18 of February 23, 2024, (that further extended to April 30, 2024, the provision of Article 106, paragraph 7, of Italian Decree of March 17, 2020, no. 18, converted into Italian Law no. 27 of April 24, 2020), interventions in the Meeting will be carried out **without accessing the meeting rooms, and exclusively through the Company's Appointed Representative** pursuant to Article 135-undecies of Italian Legislative Decree no. 58 of February 24 1998 (TUF), who has been identified to be:

Monte Titoli S.p.A.,

with registered office in Milan, Piazza degli Affari 6
("Monte Titoli" or "Appointed Representative").

The proxy to the Appointed Representative, with all the voting instructions regarding all or some of the proposals in the agenda, can be conferred (without costs incurred by the delegating party, except for any postage expenses) alternatively:

(i) pursuant to Article 135-undecies of the TUF, directly by the subject with the right to vote, by the end of the second open trading day preceding the Shareholders' Meeting date (i.e. by **April 22, 2024**) or,
(ii) making an exception to Article 135-undecies, paragraph 4, of the TUF, by the subject with the right to vote or by the subject delegated by the latter, pursuant to Article 135-novies of the TUF **by 6 p.m. of the day preceding the Meeting** (and, in any case, before the Meeting begins); through the specific proxy form available on the Company website www.webuildgroup.com ("Website") in the "*Governance-Shareholders' Meeting*" section.

The proxy must be sent to the Appointed Representative, according to the above terms, with the following alternative methods:

(a) by sending an e-copy (PDF) to the certified email address (PEC) RD@pec.euronext.com (subject "*Delega Assemblea Webuild aprile 2024*") from one's certified e-mail address (or if not possible, from one's ordinary e-mail address: in this case the proxy with the voting instructions must be signed with a certified or digital electronic signature);
(b) by sending the original, through a courier or by registered letter to Ufficio Register & AGM Services, Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "*Delega Assemblea Webuild aprile 2024*") also anticipating an e-copy (PDF) by ordinary e-mail, to the RD@pec.euronext.com e-mail address (subject "*Delega Assemblea Webuild aprile 2024*").

The proxy must also have attached a copy of a valid ID document of the delegating party or, should the delegating party be a legal person, of the pro tempore legal representative or of another subject with the same powers, with the adequate documents to certify his/her role and powers. By the same terms, the proxy and the voting instructions can be revoked with the abovementioned procedures.

Should you need any clarifications concerning the conferment of the proxy to the Company's Appointed Representative (and in particular with regard to filling in of the proxy form and to the voting instructions and how to send them) and also to request the proxy form, please contact Monte Titoli via email at RegisterServices@euronext.com or by phoning the following number (+39) 02.33635810 (during work days, from 9.00 a.m. to 5 p.m.). For organization purposes, all proxies and sub-proxies, without the voting instructions, must be also sent to the Company by 12 p.m. of April 23, 2024, by sending them, alternatively, to the following addresses:

certified email address: pec@pec.webuildgroup.com;
ordinary email: corporateaffairs@webuildgroup.com.

Please note that the Chairman and the other Directors, Statutory Auditors and the Meeting Secretary and the Appointed Representative and the Common Representative of the Savings Shareholders can intervene in the Meeting through remote connection systems that ensure their identification, pursuant to current applicable provisions, without the need for the Chairman and Secretary to be in the same place.

According to how the Meeting takes place, the latter will be deemed conventionally called, and carried out at the Company's registered office.

Presentation of the lists to appoint the Board of Directors

To appoint the members of the Board of Directors, a list will be voted with the methods and terms set in Article 20 of the Bylaws and by the current Law in force.

In particular, if at least one list obtains a number of votes representing at least 29% of the Company share capital entitled to vote at the ordinary shareholders' meeting, following the approval of the amendment proposal of Article 20 of the Bylaws presented by shareholder Salini S.p.A. and available, with the considerations of the Board of Directors, on the website, in the "Governance – Shareholders' Meeting" section – as per item 1.3 on the agenda of the Extraordinary Shareholders' Meeting:

- (i) all the directors except one shall be taken from the list with the highest number of votes, in the progressive order in which they are shown on the list,
- (ii) the remaining director shall be taken from the minority list that has obtained the highest number of votes and is not connected in any way, even indirectly, with the shareholders who filed or voted the list that obtained the largest number of votes.

Should the proposal to amend Article 20 of the Bylaws not be approved, if the list ranked second in terms of number of votes obtains at least 10% (ten percent) of the votes, 2/3 (two thirds) of the directors to be elected will go to the first list, while the remaining 1/3 (a third) will be reserved for the aforementioned second list.

If none of the lists receives votes equal to at least 29% of the share capital with voting rights at ordinary shareholders' meetings, the directors are taken from all the lists according to the score criteria as per Article 20 (B) of the Bylaws. For more detailed information on the appointment methods of the Board of Directors (even for the case in which no list obtained representative votes of at least 29% of the share capital with voting rights, or in case of no presentation or admission to the lists or, again, in the case in which the submitted lists do not allow compliance with the provisions regarding gender balance) please refer to the Bylaws (Article 20 and subsequent), which is available on the website in the "Governance – Bylaws" section.

Pursuant to Article 21 of the Bylaws, the Chairman of the Board of Directors is the first of the Directors taken from the list that received the highest number of votes.

Each individual shareholder, shareholders who are parties to significant shareholder agreements pursuant to Article 122 of the TUF, the parent, subsidiaries and jointly controlled entities pursuant to Article 93 of the TUF, may not submit or participate in the submission of more than one list either directly or through a third party or a nominee, nor can they vote for more than one list, either directly or through a third party or a nominee. Moreover, each candidate may only be present in one list in order to be eligible.

Only Shareholders who, singly or together with other Shareholders, hold when presenting the list, in overall, enough shares to represent at least 1% of the share capital with the right to vote in the Ordinary Shareholders' Meeting of the Company, can present lists; this percentage, for the Company, has been set by the Management Resolution Consob no 92 of January 31, 2024.

Together with each list, the shareholders must file: (i) statements whereby each candidate accepts their candidature and states, under their own responsibility, that there are no reasons for their ineligibility or incompatibility and that they are eventually eligible to qualify as independent; (ii) a professional and personal profile of each candidate and mention of any offices held as director or statutory auditor in other companies; Pursuant to Consob Communication No. DEM/9017893 of February 26, 2009, all shareholders presenting a "minority list" should also deposit with said list a declaration stating that they are not linked in any

way, even indirectly, as per Article 147-ter, paragraph 3 of the TUF and Article 144-quinquies of Consob Regulation no. 11971/1999. All shareholders who present a list with a number of candidates greater than the number of candidates to elect (i) to provide adequate information concerning the list's compliance with regard to the Advice to the Shareholders concerning the composition of the Board of Directors issued by the outgoing Board of Directors (that can be read on the Website in the "Governance – Shareholders' Meeting", at the following link ("Advice")) and (ii) state their candidate for Chairman of the new Board of Directors. The lists, accompanied by the information required by the relevant regulations and Bylaws, must be filed by sending them, alternatively, to the following addresses:

- certified e-mail address (PEC): pec@pec.webuildgroup.com;
- ordinary e-mail address: corporateaffairs@webuildgroup.com.

The filing must be done at least twenty-five days before the date fixed for the Shareholders' Meeting in single call (i.e. **by March 30, 2024**).

The specific certification issued by a qualified intermediary must also be presented, within the terms set by the applicable provisions for publishing lists by the Company, pursuant to the law ascertaining the legal ownership, when the list is filed at the Company, of the number of shares needed to present said list.

The regularly presented lists will be made available to the public by filing them at the registered office and on the Website, in the "Governance-Shareholders' Meeting" section, as well as through the 1Info storage mechanism (www.1info.it), at least 21 days before the Shareholders' Meeting (i.e. **by April 3, 2024**).

For further detailed information, please refer to what is stated in the Advice and in the Reports of the Board of Directors on item 1 of the agenda of the Extraordinary session (with regard to abovementioned proposal to amend Article 20 of the Bylaws) and item 2 on the agenda of the ordinary session, as well that will be made available, according to the terms set by the law, on the Website, in the "Governance-Shareholders' Meeting" section.

Right to ask questions before the Meeting

Those holding the right to vote may ask questions on the items of the Agenda before the Meeting, by the end of the seventh open trading day preceding the date set for said Meeting in single call (i.e. **by April 15, 2024**), by sending them to the Company to one of the following email addresses:

- certified e-mail address (PEC): pec@pec.webuildgroup.com;
- ordinary e-mail: corporateaffairs@webuildgroup.com.

with enclosed the relevant certification of the intermediary proving his/her capacity as Shareholder.

Shareholders must provide information which makes it possible to identify them.

Questions pertaining to the Agenda received before the Meeting will be answered **by April 21, 2024**, through publication on the Website, in the "Governance-Shareholders' Meeting" section. The Company might provide a single answer to questions with the same topic.

Integration of the Agenda and presentation of resolution proposals on the items on the agenda by shareholders with at least 2.5% of the share capital (ex. Article 126-bis, paragraph 1, first section, of the TUF).

Pursuant to Article 126-bis, paragraph 1, first section, of the TUF, the Shareholders who, even jointly, represent at least one fortieth (i.e. 2.5%) of the share capital may ask, no later than ten days after the publishing date of this notice (and therefore **by March 25, 2024**), to make additions to the list of topics to be discussed, indicating in their request the further topics they propose, or submit proposals of resolutions on topics already on the Agenda. The integration requests and further proposals of resolutions must be submitted by email at the certified e-mail address (PEC) pec@pec.webuildgroup.com, (subject: *Integrazione ordine del giorno ex art. 126-bis, comma 1, primo periodo, TUF* e/o *Proposta di deliberazione ex art. 126-bis, comma 1, primo periodo, TUF*) [Integration of the agenda ex art. 126-bis, paragraph 1, first section of the TUF and/or *Deliberation proposal ex art. 126-bis, paragraph 1, first section of the TUF*] jointly with a certificate attesting the further documentation useful to identify the legitimated shareholder.

No later than the aforesaid term, and with the same methods, the proposing Shareholders must send to the Board of Directors of the

Company a report on the topics on which the discussion is proposed, or regarding new resolution proposals. The integration is not admitted for topics on which the Meeting makes resolutions, according to the law, upon proposal of the Directors or based on a project or a report they have drawn up.

In case of Agenda integration or of submission of further proposals of resolutions on items already on the Agenda, the integrated list of the topics to be discussed in the Meeting or the aforesaid proposals, after verifying that they are complete and compliant with the applicable law and that the proposing parties are legitimized, and in relation to the proposals already on the agenda, and that they are relevant with said agenda, will be published with the same methods as this notice fifteen days, at least, before the date set for the Meeting (i.e. **by April 9, 2024**).

Presentation of individual resolution proposals on the items on the agenda by those with voting rights (ex. Art. 126-bis, paragraph 1, penultimate section, of the TUF)

Considering that participation in this Shareholders' Meeting is only allowed through the Appointed Representative, and that during the course of the proceedings, presenting proposals is not allowed, (ex. Art. 126-bis, paragraph 1, third section, of the TUF, and all shareholders with voting rights can individually present resolution proposals on the topics of the items on the agenda, i.e. proposals that can be presented because allowed by the law, by sending them with a certificate attesting the right to participate and the further documentation useful to identify the legitimate Shareholder) at least fifteen days prior to the date scheduled for the Shareholders' meeting (i.e. **by April 9, 2024**) by e-mail to the certified e-mail address (PEC): pec@pec.webuildgroup.com (subject: "*Proposte di deliberazione ex art. 126-bis, comma 1, penultimo periodo, TUF*") [Resolution proposals ex art 126-bis, paragraph 1, penultimate section, TUF].

The individual resolution proposals, after ascertaining that the topics are relevant with the agenda, and that the same are complete and compliant with the applicable law, and also that the proponents are legitimately entitled, will be made available to the public on the Company website within 2 (two) days following the deadline and, therefore, **by April 11, 2024**.

We recommend that all proposals be formulated clearly and completely, and hopefully accompanied by a report that justifies them.

In the event of resolution proposals on agenda items alternative to those made by the Board, the Board's proposal will be put to the vote first, and only in the event that such proposal is rejected, the Shareholders' proposals will be put to the vote. Such proposals, even in the event that no proposal is made by the Board, will be submitted to the Meeting, starting with the proposal submitted by the Shareholders representing the largest percentage of the capital. Only in the event that the proposal put to the vote is rejected, the next proposal, according to the represented capital, will be put to the vote.

Information documents.

The documents relevant to the topics in agenda provided for by the law, will be made available to the public within the terms provided for by the Law, at the registered office, through the 1info storage mechanism (www.1info.it) and on the Website, in the "*Governance - Shareholders' Meeting*" section.

Shareholders may request a copy.

This notice is published on the Website, in the "*Governance - Shareholders' Meetings*" section and "*Governance - Mandatory Notices*" one, and in excerpt, in the **March 15, 2024**, issue of the "*Il Sole24Ore*" daily newspaper.

Further information

The methods for carrying out the Meeting shown in this notice of call, could vary if current regulations are changed or if further provisions are issued by the relevant Authorities, which are in force at the date of the Meeting. Eventual variations will be promptly communicated with the same methods used to publish this notice.

Rozzano, March 15, 2024

On behalf of the Board of Directors,
The Chairman