

**ASSESSMENTS OF THE BOARD OF DIRECTORS OF WEBUILD S.P.A. PURSUANT TO ART. 125-TER,
PARAGRAPH 3, OF ITALIAN LEGISLATIVE DECREE 58/1998 ("TUF") REGARDING THE REQUEST TO
CALL FOR AN EXTRAORDINARY SHAREHOLDERS' MEETING OF WEBUILD S.P.A.
BY SHAREHOLDER SALINI S.P.A.**

Dear Shareholders,

On February 29, 2024, Salini S.p.A., a shareholder with no. 403,534,376 Webuild ordinary shares, equal to 39.66% of the ordinary share capital of Webuild S.p.A. ("**Webuild**" or "**Company**"), pursuant to Article 2367 of Italian civil code, requested to the Company's Board of Directors that an Extraordinary Shareholder's Meeting be called for on the same date as the Ordinary Shareholder's Meeting of April 24, 2024, and prior to the latter, to resolve on the following item on the agenda: "**Amendment of Article 20 of the Bylaws. Inherent and consequent resolutions**" ("**Call Request**").

To complete the Call Request, Salini S.p.A. prepared, in compliance with the Article 125-ter, third paragraph of Italian Legislative Decree 58/1998 ("**TUF**"), a report that summarizes the reasons and objectives of said Request (the **Shareholder's Report**), which has been made available to the public by the Board of Directors according to the methods established by Law, and to which you are asked to refer.

The Shareholder's Report illustrates the proposal to amend Article 20, fourteenth *alinea*, of the Bylaws, which concerns eliminating the following: "*...with the specification, however, that 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*".

This Report illustrates the assessments made by the Board of Directors of the Company in relation to the Call Request, pursuant to Article 125-ter, third paragraph of the TUF.

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Preliminarily, the Board of Directors assessed the presence of the requirements foreseen by the Law with respect to the Call Request. In this respect, the Board of Directors deems said Request legitimate, as it has been formulated in compliance with the legal provisions, and has, therefore, resolved that it may take place, therefore calling the Extraordinary Shareholders' Meeting of the Company to resolve, among other things, on the "**Amendment of Article 20 of the Bylaws. Inherent and consequent resolutions**".

More specifically, the Board of Directors:

(i) concurred in the reasonableness of the proposal made, taking into account the genesis and the rationale of the clause whose elimination is proposed. In fact, the provision had been included in the Bylaws, in correlation with the capital increase of November 12, 2019, with the aim of preserving, in the medium period, the governance assets of the Company, even when the agreements between the two largest shareholders cease to exist. However, this purpose appears to be outdated now, with regard to the facts, having already renewed said agreements once, and having now announced that they have made new three-year stability commitments, so that re-instating the original wording of Article 20, fourteenth *alinea*, is preferable for the Company's governance-related equilibriums;

(ii) assessed that the proposal to amend Article 20, fourteenth *alinea*, of the Bylaws, as formulated in the Shareholder's Report, does not confer the right to withdraw to the shareholders who may not concur in the related approval, due to the fact that none of the withdrawal cases identified by Article 2437 of the Italian Civil Code are present.

Rozzano, March 7, 2024

for the Board of Directors of Webuild S.p.A.
The Chairman - Donato Iacovone