

## ORDINARY SHAREHOLDERS' MEETING OF APRIL 24, 2024

REPORT OF THE BOARD OF DIRECTORS OF WEBUILD S.P.A. ON THE FOURTH ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING, BEARING:

**"4. REPORT ON REMUNERATION POLICY AND COMPENSATION PAID PURSUANT TO ARTICLE 123-TER OF ITALIAN LEGISLATIVE DECREE 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"**

Dear Shareholders,

pursuant to Art. 123-ter of the TUF and Art. 84-quater of the Issuers' Regulations, the Board of Directors of Webuild S.p.A. ("Company") prepared the "Report on Remuneration Policy and Compensation Paid" ("Remuneration Report") divided into two separate Sections as outlined below.

**With regard to Section I**, please note that Webuild's Shareholders' Meeting of April 27, 2023, approved the 2023-2025 Remuneration Policy (the "Policy"). Now, in continuity with what has been defined for the ongoing three-year period, the Company wishes to integrate said Policy to better meet the specificity and complexity of the reference sector, to new significant challenges, in terms of development and integration, even consequently to the Group's market expansion, and in respect of a positioning with an elevated geographical and socio-cultural differentiation.

In particular, without prejudice to the overall structure of the three-year Policy, Section I therefore includes some amendments of limited impact that refer (i) to a greater differentiation of the target bonuses that can be attributed to Key Management Personnel (KMP), according to the significance of the content of the activity with respect to the business, of the organizational importance of the role, and also with regard to seniority levels, through a set of target bonuses that are coherent with the minimum and maximum levels already foreseen, and (ii) the foreseeing of a cap to the eventual severance in case of early termination of the organic and/or work relationship with the Chief Executive Officer. Said Section I is submitted to the binding vote of the Shareholders Meeting under item 4.1 on the agenda of the Meeting.

**With regard to Section II**, please note that the same, in addition to comparing the annual change in remuneration, the Company's performance and employees' compensation, it also provides a representation of the compensation paid in implementation to the 2023 Policy, with an explanation detailing its compliance with the latter. Said Section II is subject to the non-binding vote of shareholders, both in favour and against, with regard to item 4.2 of the agenda of the Shareholders' Meeting.

For further details, please refer to the Remuneration Report, which has been made available on the Company Website [www.wbuildgroup.com](http://www.wbuildgroup.com), in the "[Governance - Shareholders' Meeting](#)" section.

In view of the above, the Board of Directors submits the following proposed resolutions for your approval.

### **RESOLUTION PROPOSAL ON AGENDA ITEM 4.1**

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

**RESOLVED**

*to approve Section I of the 2023-2025 Report on Remuneration Policy and Compensation Paid that includes the integrations of the Remuneration Policy approved by the Shareholders' Meeting of Webuild in the meeting held on April 27, 2023".*

### **RESOLUTION PROPOSAL ON AGENDA ITEM 4.2**

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

**RESOLVED**

*in favour of Section II of the Report on Compensation Policy and Compensation Paid in 2023."*

Rozzano, 14 March 2024

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