

## ORDINARY SHAREHOLDERS' MEETING OF APRIL 24, 2024

REPORT OF THE BOARD OF DIRECTORS OF WEBUILD S.p.A. ON THE FIRST ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDER'S MEETING. I.E.:

**"1. FINANCIAL STATEMENTS AS AT DECEMBER 31, 2023. DIRECTORS', BOARD OF STATUTORY AUDITORS' AND INDEPENDENT AUDITORS' REPORTS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2023. PRESENTATION OF THE CONSOLIDATED NON-FINANCIAL REPORT AS OF DECEMBER 31, 2023.**

**1.1. APPROVAL OF THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2023.**

**1.2. DISTRIBUTION OF A DIVIDEND."**

### **1.1. APPROVAL OF THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2023.**

Dear Shareholders,

with regard to this item on the agenda, please refer to the annual Financial Statements as at December 31, 2023, of Webuild S.p.A. (hereinafter also "the Company") - which also includes the Reports of the Independent Auditors and Board of Statutory Auditors - which will be made available to the public according to the terms set by law at the Company's headquarters, on the centralized storage system authorized by Consob "1Info" ([www.1info.it](http://www.1info.it)), and on the Website of the Company in the "Governance - Shareholders' Meeting" section.

The Draft Financial Statements 2023 presented for the approval of the Board, closed with a profit for the year of € 28,892,981.02.

#### **RESOLUTION PROPOSAL ON ITEM 1.1 OF THE AGENDA**

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

- *having examined the annual Financial Statements of Webuild S.p.A. as of December 31, 2023;*
- *having considered the reports of the Board of Statutory Auditors and the Independent Auditors (KPMG S.p.A.);*

#### **RESOLVES**

*to approve the Financial Statements as of December 31, 2023, of Webuild S.p.A. which closed with a profit for the year equal to € 28,892,981.02."*

## 1.2. DISTRIBUTION OF A DIVIDEND.

Dear Shareholders,

with regard to this item on the agenda, we are hereby proposing to **distribute the profit for the year** of € 28,892,981.02 as follows:

- (i) with reference to the provision of Article 34, letter a) of the Bylaws, there is no need to allocate a sum to increase the Legal Reserve, as the latter has already reached one fifth of the share capital, pursuant to Article 2430 of the Italian Civil Code;
- (ii) pursuant to the provision of Article 34, letter b) of the Bylaws, from the profit for the year of € 28,892,981.02, to assign **savings shareholders** a preferred dividend of:
  - (a) €0.26 per savings share for the year 2023;
  - (b) €0.26 per savings share in order to pay the unpaid preferred dividends related to 2022;
  - (c) €0.26 per savings share in order to pay the unpaid preferred dividends related to 2021;All this for an **aggregate preferred dividend of € 0.78** (gross), for a total amount of € 1,260,082.98 (gross);
- (iii) **from the remaining amount of the profit for the year**, consequent to sub (ii), which amounts to € 27,632,898, to allocate to all ordinary shareholders a dividend of **€ 0.027**, (gross) for each existing ordinary share with the right to the dividend at the ex-dividend date.<sup>1</sup>  
Considering that the dividend proposed for the ordinary shareholders is less than € 0.156 (calculated as the difference between the € 0.26 preferred dividend allocated to the savings shareholders for the year 2023, as per the previous item (ii) letter (a), and the higher aggregate dividend mentioned in Article 34, letter c) of the Bylaws, equal to € 0.104 (gross), savings shareholders do not have the right to receive the higher aggregate dividend mentioned in Article 34, letter c) of the Bylaws;
- (iv) to carry forward the eventual remaining profit for the year, following the operations mentioned in sub (ii) e (iii).

We are also proposing, in addition to the above, to allocate to all ordinary and savings shareholders, **from the "Other reserves negative goodwill (demerger)"**, an aggregate dividend of **€ 0.044** (gross), per each savings and ordinary share with the right to the dividend at the ex-dividend date.

Please note that the above concerns the distribution of reserves, and therefore "...savings shares have the same rights as ordinary shares", pursuant to Article 8 of the Bylaws.

**As a result of the above, each ordinary share will be allocated an aggregate total amount of € 0.071, and each savings share will receive an aggregate total amount of € 0.824.**

Finally, as the Company falls within the case mentioned in IA.2.1.1 of the "*Instructions Accompanying the rules of the markets organised and managed by Borsa Italiana S.p.A.*"<sup>2</sup>, we are hereby proposing as ex-

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<sup>1</sup> As of today, the number of ordinary shares issued amount to no. 1,017,523,150 of which no. 990,645.789 with the right to the dividend, considering the no. 21,877,494 ordinary shares own shares in portfolio and the no. 4,999,867 ordinary shares that the Company resolved to issue for the eventual satisfaction of Potential Unsecured Creditors under the terms of the Astaldi S.p.A. Demerger Project ("**Demerger**") and yet unassigned as no credit positions have emerged.

<sup>2</sup> Article IA.2.1.1 of the "*Instructions Accompanying the rules of the markets organised and managed by Borsa Italiana S.p.A.*" establishes, "*within the framework of the market calendar, the dates for the detachment of coupons representative of rights attaching to financial instruments listed on the stock exchange or traded in the Euronext MIV Milan market and for the commencement of splits and reverse splits of shares of companies or unit/shares of CIUs and ETCs/ETNs. Said calendar foresees: omissis*  
*b) for the detachment of dividends payable by companies that issue shares making up the FTSE MIB index or underlying derivatives contracts traded in the IDEM market, the reference date shall be the first trading day following the third Friday of each calendar month. This provision may be*

dividend date of the ordinary and savings dividends mentioned above May 20, 2024; and May 22, 2024, as the payment date (record date: Tuesday, May 21, 2024).

With respect to the aforementioned, the Board of Directors submits the following resolution proposal for Your approval.

**RESOLUTION PROPOSAL ON ITEM 1.2 OF THE AGENDA**

*"The Shareholders' Meeting of Webuild S.p.A., which met in ordinary session, having examined the Financial Statements of Webuild S.p.A. as of December 31, 2023;*

**RESOLVES**

*(i) not to allocate a sum to increase the Legal Reserve as the latter has already reached one fifth of the share capital pursuant to Article 2430 of the Italian Civil Code;*

*(ii) from the profit of the year of € 28,892,981.02, to allocate, to all savings shareholders, pursuant to the provision of Article 34, letter b) of the Bylaws, a preferred dividend of € 0.78 (gross) per each savings share, for a total of € 1,260,082.98 (gross). Said dividend, pursuant to the Bylaws, is composed of € 0.26 per savings share as a preferred dividend for the year 2023, and €0.26 per savings share to pay the unpaid preferred dividends with reference to the years 2021 and 2022;*

*(iii) from the remaining € 27,632,898 amount of the profit for the year, following the operations in sub (ii), to allocate to all ordinary shareholders a dividend of € 0.027 (gross) for each existing ordinary share with the right to the dividend at the ex-dividend date. Considering that the dividend proposed for the ordinary shareholders is less than € 0.156 (calculated as the difference between the € 0.26 dividend allocated to the savings shareholders for the year 2023, and the higher aggregate dividend mentioned in Article 34, letter c) of the Bylaws, equal to € 0.104 (gross) savings shareholders do not have the right to receive the higher aggregate dividend mentioned in Article 34, letter c) of the Bylaws;*

*(iv) to carry forward the eventual remaining profit for the year, following the operations mentioned in sub (ii) e (iii).*

*(v) in addition to the above, to allocate to all ordinary and savings shareholders, from the amount of the "Other reserves negative goodwill (demerger)", an aggregate dividend of € 0.044 (gross), per each savings and ordinary share with the right to the dividend at the ex-dividend date. Please note that the above concerns the distribution of reserves, and therefore "...savings shares have the same rights as ordinary shares." pursuant to Article 8 of the Bylaws;*

*As a result of the above (ii), (iii) and (v), each ordinary share will be allocated an aggregate total amount of € 0.071 and each savings share will receive an aggregate total amount of € 0.824.*

*(vi) to set Monday, May 20, 2024, as the ex-dividend date of the ordinary and savings dividends mentioned above; and May 22, 2024, as the payment date (record date: Tuesday, May 21, 2024).*

Rozzano, March 14, 2024

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