

## ORDINARY SHAREHOLDERS' MEETING OF APRIL 16, 2025

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

**"2. REPORT ON REMUNERATION POLICY AND COMPENSATION PAID PURSUANT TO ARTICLE 123-TER OF ITALIAN LEGISLATIVE DECREE FEBRUARY 24, 1998, NO. 58.**

**2.1 2023-2025 POLICY FOR REMUNERATION (SECTION I). RELATED DISCLOSURE.**

**2.2 REPORT ON COMPENSATION PAID IN 2024 (SECTION II). RELATED 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**"), subsequently integrated with the shareholders' resolution of 24 April 2024.

That said, without prejudice to the overall structure of the Policy as approved above, some updates have been made to Section I as a result of (a) the adaptation to Legislative Decree 125/2024 and the related additions to the responsibilities of the corporate bodies in terms of sustainability and having an impact on remuneration issues, as well as (b) the renewal of the Board of Directors and the redefinition of the Committees with new members.

Given the non-substantial changes to the document and the three-year duration of the current 2023-2025 Policy for Remuneration, Section I is brought to the Shareholders' Meeting for information purposes only and is therefore not subject to a binding vote by the Shareholders' 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 2024 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 2.2 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.webuildgroup.com](http://www.webuildgroup.com), in the "[Governance - Shareholders' Meeting](#)" section.

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

### **AGENDA ITEM 2.1 – NO RESOLUTION REQUIRED**

#### **RESOLUTION PROPOSAL ON AGENDA ITEM 2.2**

*"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 2024."*

Rozzano (MI), 13 March 2025

on behalf of the Board of Directors of Webuild S.p.A.  
The Chairman – Gian Luca Gregori