



# **Organisation, Management and Control Model under Legislative Decree 231/2001**

## **General Part**

*Approved by the Board of Directors during the meeting of 12 February 2026*

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## DEFINITIONS

<b>“CEO”</b>	the Chief Executive Officer of Webuild S.p.A.
<b>“Contractors”</b>	by convention, this means all the contractors of works or services in accordance with the Italian Civil Code, as well as subcontractors, suppliers, freelance workers who have signed a contract with the Company and who are employed for sensitive activities.
<b>“Sensitive Activities”</b>	activities as part of which the predicate offences laid down in accordance with the Decree could potentially be committed.
<b>“CCNL”</b>	National Collective Labour Contract.
<b>“Code of Corporate Governance”</b>	Code of Corporate Governance of Borsa Italiana S.p.A. (updated in January 2020).
<b>“ANCE Code”</b>	Code of Conduct for construction companies drawn up by the national builders' association (Associazione Nazionale Costruttori Edili, ANCE).
<b>“Code of Ethics”</b>	Code of Ethics of Webuild.
<b>“CONSOB”</b>	the National Commission for Companies and the Stock Market.
<b>“Consultants”</b>	subjects who act on behalf of Webuild S.p.A. on the basis of a mandate or other form of collaborative relationship.
<b>“Decree”</b>	Italian Legislative Decree no. 231 of 8 June 2001.
<b>“Proxy”</b>	an internal act assigning roles and duties within the company organisation.
<b>“Recipients”</b>	all the subjects for whom the Model is intended and, in particular, the corporate bodies and their members, employees and agents (including employees on secondment at other companies) of Webuild S.p.A., the Company's agents, Consultants, Contractor and Partners.
<b>“Due Diligence”</b>	refers to the set of verification activities carried out in the area of Compliance aimed at ensuring that any Third Party (e.g. suppliers, consultants, partners) intending to establish or maintain a contractual relationship with Webuild S.p.A. meets adequate ethical, reputational and professional reliability requirements, in line with the Company's principles, values and standards, and does not present risk factors that could expose the Company to liability, sanctions or reputational impact ('Red Flags'), including, but not limited to, risks of corruption, fraud, money laundering, violations of international economic sanctions or other conduct that runs contrary to the applicable regulations and internal rules.
<b>“Group”</b>	Gruppo Webuild, to which all the Italian companies and operating businesses belong, in addition to the companies

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	and operating businesses abroad, directly or indirectly controlled by Webuild S.p.A.
<b>“Confindustria’s Guidelines”</b>	Guidelines of the Italian employers’ federation, Confindustria, for the formation of Organisation, Management and Control Models in accordance with the Italian Legislative Decree of 8 June 2001, no. 231, issued by Confindustria on 7 March 2002 and updated in June 2021.
<b>“ANAC Guidelines”</b>	ANAC guidelines on whistleblowing via internal reporting channels, approved through Resolution no. 478 of 26 November 2025; Guidelines on the protection of persons reporting breaches of EU law and the protection of persons reporting breaches of national law – procedures for the submission and management of external reports, approved by Resolution no. 311 of 12 July 2023, as subsequently amended and supplemented (Resolution no. 479 of 26 November 2025 – Amendments and additions to Resolution no. 311/2023).
<b>“Model”</b>	the Organisation, Management and Control Model laid down by the Decree, adopted by Webuild S.p.A.
<b>“S.B.”</b>	Supervisory Board in accordance with Decree.
<b>“Management Body”</b>	the Board of Directors of Webuild S.p.A.
<b>“Power of Attorney”</b>	unilateral legal transaction by which the Company assigns power of representation with regard to third parties.
<b>“Process Manager”</b>	the subject who, due to the position held in the organisation or the activities conducted, is most involved in the sensitive activity in question or with the greatest visibility.
<b>“Verification Manager”</b>	the person responsible for deciding whether to initiate the verification phase, for the assessment and for the final outcome of whistleblowing reports.
<b>“Offences”</b>	the types of offence taken into consideration by the Decree.
<b>“Anti-corruption Coordinator”</b>	Compliance Function coordinator, appointed by the Board of Directors of Webuild S.p.A.
<b>“International Economic sanctions”</b>	restrictive measures of a commercial and financial nature adopted against specific third countries or specific individuals or groups of individuals (natural persons, legal persons, entities or organisations). These measures may take the form of various types of restrictions, including measures to freeze the funds and economic resources of specific entities, prohibitions on making funds and economic resources available to them and any other restrictions that limit the possibility of conducting transactions with specific entities.
<b>“Company”</b>	Webuild S.p.A..

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**“Consolidated Law on  
Financial Brokerage”**

the act combining regulations on financial brokerage known as the TUF (Testo Unico della Finanza”), issued under the Italian Legislative Decree of 24 February 1998 no. 58.

**“Whistleblowing”**

a tool that allows employees, consultants, agents, suppliers and any other person who comes into contact with the Company to report any irregularities of which they may become aware in the course of their work or in any other circumstance and, in order to protect the integrity of the organisation, to submit detailed reports of conduct, acts or omissions that harm the public interest or the integrity of the public administration or private entity, including unlawful conduct pursuant to Legislative Decree 231/2001 or violations of the Company's Model, of which they become aware in the course of their duties.

## **1. THE REGULATORY FRAMEWORK**

### **1.1 Introduction**

The Decree introduces to our legal system and governs the liability of “entities” as a result of the commission of specific offences, in addition to the criminal liability of the physical person who actually committed the crime.

The entities to which the Decree is applied are all companies, associations with or without legal status, public economic entities and private entities authorised to perform a public service. The Decree is not, however, applicable to the State, to local public entities, non-economic public entities, and entities that perform functions of constitutional relevance (for example, political parties and trade unions).

The entities answer for the perpetration or attempted perpetration of certain offences by subjects functionally linked to them. Failure to comply with the regulations contained in the Decree can lead to penalties being imposed on the entity, which can impact heavily on the conduct of the business.

The entity’s liability does not replace but is added to the personal liability of the individual who committed the crime.

A national register has been set up by the Decree summarising the definitive rulings and decrees regarding the application of administrative penalties to entities resulting from crime.

### **1.2 The predicate offences**

The entity can be called upon to answer only for certain offences (predicate offences), identified by the Decree, as well as by laws that expressly refer to the regulations of the Decree (see Attachment 1 – Predicate Offences).

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### **1.3 Criteria of imputation of liability to the entity**

The commission of one of the predicate offences is only one of the conditions for the applicability of the regulations laid down by the Decree.

Indeed, there are further conditions regarding the ways of attributing the offence to the entity and that, depending on their nature, can be divided into objective and subjective criteria of imputation.

The objective criteria require that:

- the offence was committed by a subject linked functionally to the entity;
- the offence was committed in the interest or to the advantage of the entity.

The perpetrators of the offence from which the entity's liability can arise may be:

- persons in positions of representation, administration or direction of the entity or one of its organisational units furnished with financial and operational independence, as well as persons who exercise, including only de facto, management and control of the entity (persons in "top management positions");
- persons subject to direction or control by top-level management (subordinates).

Specifically, the category of top management persons may include directors, general managers and legal representatives but also, for example, branch and division managers or Project Managers with financial and functional autonomy.

The subordinates' category includes all those subject to the management and supervision of top management subjects and who, substantially, implement in the entity's interest the decisions adopted by the top management or who, in any way, operate under their management or supervision. All the entity's employees can be included in this category, including all those who act in its name, on its behalf or in interests which, by way of example, include external agents, self-employed workers and consultants.

For the entity to be liable, the offence must have been committed in the entity's interests or to its advantage.

In any event, the entity does not answer for the offence if the crime was committed in the exclusive interest of the perpetrator or third parties.

The subjective criteria of imputation concern the entity's profile of culpability. The entity shall be liable if the proper standards of good management and control have not been adopted or respected with regard to its organisation and the conduct of its business. The entity's culpability, and so the possibility of the imposition of a reprimand, depends on the establishment of an incorrect business policy or structural shortcomings in the corporate organisation that have failed to prevent the commission of one of the predicate offences.

Indeed, the Decree excludes the liability of the entity in the event that, before the commission of the crime, the entity was furnished with and effectively implemented an "Organisation, Management and Control Model" suitable for preventing the commission of offences equivalent to the one committed.

The Model is valid as justification whether the predicate offence was committed by a top management person or by a subordinate. For offences committed by top management persons,

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however, the Decree introduces a kind of assumption of the entity's liability since it only lays down the exclusion of liability if the entity can demonstrate that:

- the Board of Directors had adopted and effectively implemented, before the commission of the crime, a suitable Model for preventing offences of the kind committed;
- the duty of supervising the operation of and compliance with the Model and ensuring it is updated has been assigned to an internal body with autonomous powers of initiative and control (the Supervisory Board);
- persons committed the offence by fraudulently circumventing the Model;
- there has not been insufficient or lack of supervision by the Supervisory Board.

For the offences committed by subordinates, on the other hand, the entity is only liable if it can be proved that "the commission of the offence was made possible by the failure to comply with the managerial or supervisory obligations" typically imposed on the company's top management.

However, again in this case, the adoption and effective implementation of the Model before commission of the crime excludes non-compliance with the managerial or supervisory obligations and exonerates the entity from liability.

The adoption and effective implementation of the Model, while not constituting a legal obligation, is therefore an important instrument available to the entity in order to demonstrate its lack of involvement in the offence and to be fully exempted from the liability laid down by the Decree.

#### ***1.4 The Organisation, Management and Control Model***

The Model therefore acts as exemption from liability for the entity only if suitable to prevent the predicate offences and only if effectively implemented.

However, the Decree does not analytically indicate the features and content of the Model but is limited to laying down certain general principles and certain essential elements of the content.

In general, according to the Decree, the Model, depending on the nature and size of the organisation, as well as the type of activity carried out, must provide suitable measures to ensure the conduct of the activity in compliance with the law and to discover and promptly eliminate situations of risk of the commission of specific offences.

Specifically, the Model must:

- identify the activities within the sphere of which offences may be committed (sensitive activities);
- provide specific protocols aimed at planning the taking and implementation of decisions with regard to the offences to be prevented;
- identify ways of managing the financial resources that are suitable to prevent the commission of offences;
- lay down information obligations for the body assigned to supervision of the operation and observance of the Models;
- introduce a suitable internal disciplinary system to penalise failure to comply with the measures indicated in the Model.

With reference to the effective implementation of the Model, the Decree also lays down the

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requirement for its periodic verification and amendment, should significant breaches be discovered of the instructions or where changes occur in the organisation or the entity's activity or legislative amendments are introduced.

### **1.5 Offences committed abroad**

By virtue of article 4 of the Decree, the entity may be called upon to also answer in Italy for predicate offences committed abroad, as long as the objective and subjective criteria of imputation laid down by the Decree are met.

However, the Decree makes the possibility of pursuing the entity for offences committed abroad conditional on the existence of the following additional prerequisites:

- proceedings are not already underway in the State where the offence was committed against the entity;
- the headquarters of the entity is in the territory of the Italian State;
- the offence was committed abroad, in the entity's interest or to its advantage, by a top management person or subordinate, in accordance with article 5(1) of the Decree;
- the conditions for launching proceedings exist, in accordance with articles 7, 8, 9 and 10 of the Italian Criminal Code.

These regulations concern offences committed entirely abroad by top management persons or subordinates.

For criminal conduct that occurred, even partially, in Italy, the principle of territoriality is applied in accordance with article 6 of the Italian Criminal Code, by virtue of which *"the offence shall be considered as having been committed in the territory of the State when the underlying act or omission occurred wholly or in part there, or the event consequent to the act or omission occurred there"*.

### **1.6 The Penalties**

The penalties for administrative offences resulting from crime are:

- pecuniary penalty;
- restrictive penalties;
- seizure;
- the publication of the sentence.

These penalties are classified as administrative, even though applied by a criminal judge.

In the event the entity is convicted, the pecuniary penalty is always applied. The financial penalty is determined by the judge through a system based on 'quotas', except as provided for in Legislative Decree no. 211 of 30 December 2025, which introduced a mechanism based on a percentage of the entity's global turnover for offences connected with violation of European Union restrictive measures.

The number of points depends on the seriousness of the offence, the entity's degree of liability, the activity carried out to eliminate and alleviate the consequences of the offence or to prevent the commission of other unlawful acts. In deciding the amount of the individual points, the judge takes

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account of the economic and financial situation of the entity for the purpose of ensuring the effectiveness of the penalty.

Cases of a reduction of the pecuniary penalty are also laid down. Specifically, the pecuniary penalty is halved if the guilty party committed the offence mainly in his own interest or those of third parties and the entity did not draw the slightest advantage from it, or if the financial damage arising from the commission of the crime was especially light.

The pecuniary penalty is also reduced by a third to a half if, before the hearing begins, the entity has fully compensated for the damage or has eliminated the damaging or hazardous consequences of the offence, or a suitable Model has been adopted to prevent the commission of further offences.

The restrictive penalties are applied in addition to the pecuniary penalty but only if expressly laid down for the administrative offence in question and as long as one of the following conditions applies:

- the entity has drawn a significant profit from the offence and it was committed by a top management person or subordinate but only when the commission of the offence was facilitated by serious organisational shortcomings;
- in the event the unlawful acts are repeated.

The restrictive penalties laid down by the Decree are:

- prohibition against the operation of the business;
- the suspension or revocation of authorisations, licences or concessions involved in the commission of the unlawful act;
- the prohibition against entering into contracts with the public administration, unless to obtain the performance of a public service;
- the exclusion from benefits, loans, grants or subsidies and the possible revocation of those already granted;
- the prohibition against advertising goods or services.

The restrictive penalties are usually temporary but, in the most serious cases, they can be applied exceptionally with permanent effect.

These penalties can be applied as a precautionary measure, i.e. before conviction, should serious indications exist of the entity's liability and there are well-founded and specific reasons to believe there is a concrete danger that unlawful acts of the same nature as that concerned in the proceedings may be committed.

However, the restrictive penalties are not applied if the entity, before the first hearing is begun:

- has compensated for the damage and eliminated the damaging or hazardous consequences of the offence (or, at least, it has acted effectively in this way);
- has made available the profit from the offence to the judicial authority;
- has eliminated the organisational shortcomings that led to the offence, adopting and making operative suitable organisational models to prevent the commission of new offences of the kind that has been committed.

The Decree also lays down two other penalties: seizure, which is always imposed on conviction and

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involves acquisition by the State of the price or profit of the offence, that is, sums of money, assets or other benefits of the same value as the price or profit of the offence, and the publication of the conviction on the website of the Italian Ministry for Justice and on the noticeboard in the Municipality where the entity has its headquarters.

The Decree also lays down the applicability of precautionary property measures against the entity. Specifically:

- by virtue of article 53 of the Decree, the Court may impose the precautionary confiscation of items for which seizure is allowed under article 19 of the Decree;
- by virtue of article 54 of the Decree, the Court may lay down, at any stage of the proceedings, the precautionary seizure of the entity's moveable and property assets or sums or items due to it, if there is well-founded reason to believe that the guarantees for payment of the pecuniary penalty, court costs and any other sum due to the Inland Revenue are lacking or have been lost.

### ***1.7 The entity's liability and modifying events***

The Decree regulates the entity's liability in the case of modifying events: conversion, merger, demerger and company sale.

The Decree lays down the regulation that, in the case of "conversion of the entity, liability remains for offences committed before the date in which the conversion took effect". In the case of conversion, the new entity is the recipient of penalties applicable to the original entity for crimes committed before the date in which the conversion took effect.

In the case of merger, the Decree lays down that the entity resulting from the merger, including by incorporation, answers for offences for which the entities taking part in the merger were liable.

On the other hand, in the case of partial demerger, the Decree lays down that the liability of the demerged entity remains for offences committed before the demerger. However, the beneficiary entities of the demerger, partial or complete, are jointly liable for the payment of pecuniary penalties owed by the demerged entity for crimes before the demerger. The obligation is limited to the value of the equity transferred.

If the merger or demerger took place before the conclusion of the assessment of the entity's liability, the court will take account of the economic conditions of the original entity and not those of the entity resulting from the merger when deciding the pecuniary penalty.

In any case, the restrictive penalties are applied to the entities that retain the sphere of activity within the scope of which the crime was committed, or to which it has been transferred, even partially.

In the case of sale or transfer of the company within the scope of which the offence was committed, apart from the benefit of preventive enforcement of the assignor entity, the assignee is jointly obliged with the assignor entity to pay the pecuniary penalty, within the limits of the value of the transferred company and within the limits of the pecuniary penalties resulting from the mandatory accounting ledgers, or of which the assignee is, in any event, aware.

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## 2. THE WEBUILD MODEL

### 2.1 Purpose of the Model

This Model, adopted on the basis of the measures contained in articles 6 and 7 of the Decree, constitutes the internal regulations of the Company, to all effects and purposes.

Its main objective is to set out a structured system of protocols and organisational, managerial and control procedures aimed at preventing the commission of the offences laid down by the Decree, in addition to increasing the efficiency of the system of controls and Corporate Governance adopted by the company and inspired by the recommendations contained in the Code of Corporate Governance 2020 for companies listed on the stock market, as briefly described in point 2.6.1 – “Corporate Governance System (Corporate Governance System and Organisational Structure) below. The provisions of the Model are completed by the specific controls described, for each process, in the company procedures which are, therefore, to be considered an integrated part of the Model itself.

More generally, the Model acts as a vital tool for increasing the awareness of directors, managers, all employees and all the stakeholders (suppliers, clients, commercial partners etc.), who are called upon to adopt correct and transparent conduct in line with the ethical values that inspire the company in the pursuit of its corporate purpose.

The measures contained in this Model therefore aim to establish and disseminate a business culture marked by legality as the indispensable prerequisite for long-lasting economic success: no illegal conduct, whether carried out in the erroneous belief of acting in the interest or to the advantage of the company, can be considered in line with the policy adopted by the Company.

The Model is also aimed at the dissemination a control culture, which must govern all the decision-making and operational phases of corporate activity, in the full knowledge of the risks arising from the possible commission of offences.

The attainment of the aforementioned objectives is achieved through the adoption of suitable measures for improving the efficiency in the conduct of the business’s activities and to ensure constant compliance with the laws and regulations, promptly identifying and eliminating risk situations. Specifically, the objective of an efficient and balanced organisation of the business, suitable for preventing the commission of offences, is pursued mainly by acting on the process of taking and implementing the company's decisions, on the preventive and subsequent controls and on the information flows, both internal and external.

### 2.2 Guidelines

In drawing up this Model, when it was first adopted in January 2003 and in later updates, the company was inspired by the guidelines of Confindustria and the ANCE Code.

Any divergence from the specific points of the Guidelines and ANCE indications meets the need to adapt the organisational and managerial measures to the activity actually carried out by the company and to the context in which it operates. In fact, this may require some departure from the indications contained in the Guidelines of the trade associations that, by their nature, are generalised and do not have any binding value.

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The Company has also taken into account the ANAC Guidelines on whistleblowing.

In the work of constantly updating and verifying the Model, the Company also takes account of the development of benchmark “best practices” and experience at the international level.

### ***2.3 Inspiring principles of the Model***

The preparation of this Model was inspired by certain fundamental principles:

- the mapping, within the scope of the corporate processes, of the activities at risk (“sensitive activities”), i.e. those activities within the sphere of which the offences laid down by the Decree may be committed, as an essential condition for an adequate preventive organisation;
- the attribution to persons involved in deciding and implementing the corporate will of powers consistent with the organisational responsibilities assigned;
- the transparency and traceability of every significant operation in the sphere of the sensitive activities and the consequent possibility of the ex post verification of corporate conduct;
- the attribution of an independent control body (Supervisory Board) of specific supervisory tasks on the effective implementation and observance of the Model;
- the dissemination throughout the business of rules of conduct, procedures and corporate policies in compliance with the principles laid down in the Model and the involvement of the Recipients in their implementation;
- the need to verify the correct operation of the Model in the field and to conduct periodic updates on the basis of the indications emerging from the experience in applying it.

### ***2.4 Structure of the Model***

The Model consists of a General Part, which describes and governs the company context and the organisation, management and control system adopted, and a single Special Part organised by company process/sensitive activity, containing the principles of prevention and control put in place for monitoring the different crime families applicable to the Company.

### ***2.5 Relationship of the Model with other company documents***

By resolution of the Board of Directors, Webuild S.p.A. has adopted a Code of Ethics that lays down the basic ethical values that inspire the Company in its pursuit of its objectives, the observance of which is demanded of the corporate bodies, employees and third parties. In addition, it has adopted a Code of Conduct for Suppliers that details the behaviour expected by those who enter into a supply contract or subcontract with the Company.

This Model, the provisions of which are consistent and compliant with the principles of the Code of Ethics and with the Code of Conduct for Suppliers (hereinafter “the Codes”), more specifically responds to the requirements laid down by the Decree and is, therefore, aimed at preventing the commission of the kinds of offences included within the operational sphere of the Legislative Decree 231/2001.

The Code of Ethics should be considered as complimentary to the Model since the measures

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contained in the latter presuppose the respect for the provisions of the former, together forming a systematic body of internal rules aimed at the dissemination of an ethical culture and corporate transparency.

The Board of Directors of Webuild has adopted a System of Anti-Corruption Compliance in conformity with the ethical standards and the full respect for the international and national regulations on matters of prevention of corruption in all its forms, direct and indirect, as well as integrity, transparency and propriety in the conduct of the working activities of the Group.

The Anti-Corruption System constitutes a fundamental element of this Model and was certified on the basis of the UNI ISO 37001:2016 standard.

The Anti-Corruption System integrates with the other Management Systems adopted by the Company, also recognised according to international standards. In particular, Webuild operates through certified quality (ISO 9001), health and safety (ISO 14001) and environmental (ISO 45001) management systems that are extended to the operating units and construction sites. The Company is also certified for social responsibility (SA 8000: 2014) and for gender equality (UNI/PdR 125: 2022).

## ***2.6 Corporate Governance System and Organisational Structure***

### *2.6.1 Corporate Governance System*

This Model complements the other organisational decisions taken by the Company on the issue of Corporate Governance, the structure of which is inspired by the principle of providing a system of rules of corporate governance, ensuring at the same time greater levels of integrity, transparency and reliability,

In the light of this, Webuild S.p.A. adopted a Corporate Governance system inspired by the principles and guidelines contained in the Code of Corporate Governance 2020 , which, from its first edition in 1998, has represented the "best practices" in Italy in the matter of Corporate Governance.

In conformity with the provisions of articles 123-bis of the TUF and article 89-bis of the Issuer's Regulations, the Company annually publishes a report on adherence to the Code of Corporate Governance 2020 and on the observance of the commitments consequent to it. This report is made available to the public by means of publication on the Company's website in the appropriate section.

### *2.6.2 Organisational Structure*

For the purpose of implementing this Model, the Company's organisational structure is of fundamental importance, based on which the fundamental organisational structures, the respective areas of competence and the main responsibilities attributed to them are identified.

The descriptions of the corporate organisation structure are widely disseminated within the company by the HR Department and published on the corporate intranet.

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## **2.7 Webuild's internal control and risk management system**

The System of Internal Control and Management of the Company's Risks is made up of the series of rules, procedures and organisational structures aimed at enabling, through an adequate process of identification, measurement, management and monitoring of the main risks, the company to be run in a way that is consistent with the corporate objectives defined by the Board of Directors.

The System of Internal Control and Management of the Risks is based on principles that lay down that the corporate activities must comply with the applicable internal and external rules, that they can be traced and documented, that the assignment and exercise of powers as part of a decision-making process must be done jointly with the positions of responsibility and with the relevance and/or criticality of the underlying economic operations, that there must not be subjective identity between those who take and implement the decisions, those who give evidence of the transactions recorded in the company's books and those who are obliged to carry out the controls laid down by the law and the procedures provided by the System of Internal Control and Management of the Risks, and that confidentiality and respect for the regulations protecting privacy are guaranteed.

The sources and constituent principles of the System of Internal Control and Management of the Company's Risks are:

- Code of Corporate Governance;
- Code of Ethics and Code of Conduct for Suppliers;
- Organisation, Management and Control Model under Italian Legislative Decree 231/2001;
- Certified Management Systems (anti-corruption, quality, environment, health and safety, etc.);
- Industrial Plan;
- additional internal regulations, that is, the series of corporate documents that define the roles and responsibilities within the organisation, including the assignment of competence on matters of managing the company's risks, including, but not limited to, Organisational Charts, organisational communication and measures, the Guidelines under Law 262/05, the Interdepartmental and Operational Framework Procedures, the Guidelines on the Management of Whistleblowing Reports;
- the system of proxies and powers, structured in such a way as to assign powers of authorisation and signature consistent with the organisational and managerial responsibilities assigned.

## **2.8 The registration system for the prevention of offences**

The registration system for the prevention of offences – developed by the Company on the basis of the instructions provided by Confindustria's Guidelines and the ANCE Code, case law and international "best practices" – has been implemented in application to the individual sensitive activities:

- *General Prevention Principles;*
- *General Principles of Conduct;*
- *Specific Prevention Protocols.*

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In addition to this system, protocols are also provided regarding the observance of restrictive penalties. The system of prevention protocols set out in the Model is integrated and completed by the provisions contained in the company policies and procedures that regulate the individual processes in detail.

### *2.8.1 General Prevention Principles*

The General Prevention Principles are the basic rules of the Internal Control System defined by the Company in order to adhere to the Decree and are the following:

- Regulations:
  - the existence of suitable corporate measures for providing principles of conduct, decision-making rules and operational methods for the conduct of sensitive activities, as well as ways of filing the relevant documentation;
- Traceability:
  - every operation concerning the sensitive activity must be adequately documented, where possible;
  - the decision-making process, authorisation and conduct of the sensitive activity must be verifiable ex post, including through appropriate documents and/or digital media; in any event, the cases and methods of any possibility of deletion or destruction of the registrations carried out must be regulated in detail;
- Separation of duties:
  - the separation of the activities between those who carry them out, authorise them and check them. This segregation is guaranteed by the intervention, within the same corporate macro-process, of several persons for the purpose of guaranteeing the independence and objectivity of the processes. The separation of functions is also implemented through the use of computer systems that enable certain operations to be carried out only by identified and authorised persons;
- Power of attorney and proxies: the powers of authorisation and signature assigned must be:
  - consistent with the organisational and managerial responsibilities assigned, providing an indication, where required, of the cost approval thresholds;
  - clearly defined and known inside the Company. The corporate roles must be defined to which the power of committing the Company to certain costs is assigned, specifying the limits and nature of these. The deed assigning functions must respect the specific requirements that may be laid down by the law (for example, proxies and sub-proxies on matters of the health and safety of workers).

### *2.8.2 General Principles of Conduct*

With reference to the sensitive activities identified for each type of offence, the General

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Prevention Principles are firstly outlined in the General Principles of Conduct, which lay down that:

- all operations, taking and implementing the Company's decisions meet the principles and instructions contained in the legal measures, the Deed of Incorporation, the Code of Corporate Governance 2020 and the corporate procedures;
- suitable corporate measures are defined and adequately communicated for providing principles of conduct, decision-making rules and operational methods for the conduct of sensitive activities, as well as ways of filing the relevant documentation;
- for all operations:
  - the management, coordination and control responsibilities within the company are formalised, as well as the hierarchical levels and the description of the respective responsibilities;
  - the stages of drawing up documents can always be documented and reconstructed;
  - the authorisation levels for drawing up documents are always formalised and can be documented to guarantee the transparency of the decisions taken;
  - the Company adopts instruments to communicate the powers of signature granted that ensure awareness within the company;
  - the assignment and exercise of powers within the sphere of a decision-making process are consistent with the positions of responsibility and with the significance and/or the criticality of the underlying economic transactions;
  - there is no subjective identity between those who take or implement the decisions, those who must give evidence of them in the company's books and those obliged to carry out the controls laid down by the law and the procedures involved in the internal control system;
  - access to the Company's data is in compliance with the applicable regulations on Privacy;
  - any access and intervention on the Company's data is only permitted to authorised persons;
  - confidentiality and integrity in the transmission of information must be guaranteed;
  - documents regarding the formation of decisions and their implementation are archived and retained, at the responsibility of the competent department, with methods that do not allow subsequent modification, unless with appropriate evidence. Access to the filed documents is allowed only to authorised persons on the basis of the internal rules, as well as the Board of Auditors, the independent auditor and the Supervisory Board;
  - a monitoring activity is provided aimed at the periodic/prompt updating of powers of attorney, delegations of functions as well as the control system,

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consistent with the decision-making system and the make-up of the entire organisational structure;

- the Process Manager:
  - if formally recognised by the corporate organisational system (for example, internal proxies, job descriptions, procedures) in compliance with any requirements of effectiveness laid down by the law for the deed assigning functions;
  - is furnished with all the levers required to pursue the internal objectives of the process, in observance of the times and principles that govern it;
  - is able to supervise all the main phases of the process concerned, coordinating with and activating the various subjects belonging to the organisational units taking part, or who they believe should take part;
  - has full visibility throughout the process as well as access (direct or indirect) to all the relevant information;
- the Process Manager has the specific responsibility for:
  - ensuring that the process is conducted in compliance with the internal measures (for example, corporate procedures and guidelines) and the current regulations on the matter;
  - ensuring that all the points of control of the underlying activities are carried out by the individual subjects that participate in the process;
  - ensuring that the entire process is conducted in compliance with the principles of transparency and traceability, based on which every operation must be furnished with sufficient documentary support;
  - periodically informing the S.B., in accordance with what is laid down by this Model, and immediately, where necessary, should faults be encountered or particularly critical situations arise (for example, breaches or suspected breaches of the Model, cases of ineffectiveness, inadequacy and difficulty in implementing the control protocols).

### *2.8.3 Specific Prevention Protocols*

The General Principles of Conduct are broken down in the Model's Special Part into Specific Prevention Protocols for every sensitive process/activity, which complete the Internal Control System defined by the Company to comply with the Decree.

### *2.8.4 Protocols concerning the observance of restrictive penalties*

In the event restrictive penalties or precautionary measures are applied to the Company under article 23 of the Decree:

- it is prohibited for anyone to implement any operation in breach of the obligations and prohibitions of this penalty;
- the Process Managers exercise the necessary supervision for the purpose of the preliminary identification of any operations that, even if only potentially, could constitute

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a breach of the obligations and prohibitions under the restrictive penalties or precautionary measures.

The Process Managers, in the event features are detected in a certain operation that could, even partially, be attributable to a breach, even if only potentially, of the obligations arising from the restrictive penalties or precautionary measures, must:

- suspend all activity concerning the operation in question;
- promptly send specific information to the Department assigned to the management of legal affairs, which shall analyse the operation, including through external lawyers, providing an interpretation and details of the procedure to be adopted.

A copy of the information note provided by the Process Managers and the documentation provided by the Department assigned to the management of legal affairs shall be promptly sent to the S.B.

### ***2.9 Performance of intragroup services***

The performance of services by the Company on behalf of Group companies and vice versa regarding the sensitive activities referred to in subsequent Special Part must be governed by a performance of services contract that must lay down:

- respect for the management procedure of the operations with correlated parts, as far as applicable;
- the obligation on the company that is the beneficiary of the service to confirm the accuracy and completeness of the documentation and the information communicated to the Company providing the service for the purpose of carrying out the services requested;
- the identification of the services to be delivered;
- predetermined cost calculation procedure, which is regularly updated;
- the inclusion of specific clauses in which each party undertakes not to implement conduct contrary to the legal regulations and, in particular, the Decree, the provisions of the Code of Ethics and Webuild's Anti-Corruption Model.

In the provision of services referred to in this paragraph, the Companies comply with the respective Models and governance documents.

### ***2.10 Criteria for the adoption of the Model***

The adoption and subsequent updating of the Model, in accordance with the provisions of the Decree and inspired by Confindustria's guidelines approved by the Justice Ministry, in addition to the indications of ANCE, have led to the development of specific analyses in order to identify the corporate areas at risk of the commission of the offences in question.

Specifically, these analyses were conducted in the following ways:

- analyses of the Company's organisational structure, shown in the company organisation chart which highlights the roles and the hierarchical and departmental lines of reporting;
- analyses of the corporate activities on the basis of the information collected by the

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company management, which, by virtue of the role performed, is furnished with the widest and deepest awareness of the operations of the relevant corporate sector;

- sharing with the management the results that emerged during the interviews conducted;
- analyses of the body of corporate regulations and the control system in general;
- analyses of the system of powers and proxies.

### ***2.11 The Model within the Group***

The Company, as the operational parent of the Webuild Group, promotes an evaluation process regarding the adoption of a Model by companies belonging to the Group subject to Legislative Decree 231/01.

The companies belonging to the Group autonomously adopt, by resolution of their administrative bodies, directors or liquidators and at their own responsibility, their own Organisation, Management and Control Models in accordance with Legislative Decree 231/2001.

Each company belonging to the Group identifies its sensitive activities at risk of crime and suitable measures to prevent their commission, in consideration of the nature and type of activity conducted, as well as the size and structure of its organisation.

Each company belonging to the Group is responsible for implementing its own Model and appointing its own S.B.

The Company communicates this Model and any subsequent updates to the companies belonging to the Group by the methods it considers most appropriate.

### ***2.12 Offences of relevance for the Company***

The adoption of the Model as an instrument capable of directing the conduct of persons who operate within the Company and promoting at all corporate levels conduct marked by legality and propriety, reflects positively in the prevention of any offence or unlawful act laid down by the legal system.

However, in order to comply with the specific provisions of the Decree and in consideration of the analyses of the corporate context and the sensitive activities, the unlawful acts referred to in Annex A – "Matrix for identifying processes and type of offence" are considered relevant, and therefore specifically examined in the Model.

For all offences not expressly referred to in the Special Part of this Model, the analysis referred to in point 2.10 has demonstrated that they are not relevant for the Company in consideration of the type of activities conducted and the current organisation.

With respect to the latter category of offences, the safeguards set forth in the system of control of the company as a whole operate in a preventive manner.

### ***2.13 Intended recipients of the Model***

The rules contained in this Model are applied firstly to those who carry out duties of representation, administration or management of the Company, or one of its organisational units furnished with financial and functional autonomy, as well as all the Company's employees including those operating abroad and top management personnel or the employees of the

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Company's foreign branches.

The Recipients of the Model's general principles, as far as applicable with the limits of the existing relations, also include those who, while not belonging to the Company, operate on a mandate or on its behalf or who are in any way linked to the Company by relevant legal relations regarding the prevention of the crimes.

The Model's intended recipients are obliged to comply with the utmost propriety and diligence with all the measures and protocols contained in it, as well as all the procedures for implementing these.

#### **2.14 Adoption, amendments and supplements to the Model**

The Board of Directors has the exclusive responsibility for adopting, amending and supplementing the Model. The Supervisory Board, as part of the powers granted to it in compliance with article 6(1)(b) and article 7(4)(a) of the Decree, has the power to submit proposals to the Board of Directors concerning the updating and adjustment of this Model and must also promptly inform the Board of Directors in written form, or at least in the six-monthly report as set out in point 3.6.1 – "*Information to Corporate Bodies (Information flows from and to the Supervisory Board)*", of any facts, circumstances, or organisational shortcomings detected by the supervisory activity that show the necessity or advisability for the Model to be amended or supplemented.

In any case, the Model must be promptly amended or supplemented by the Board of Directors, including on the proposal of the Supervisory Board and, in any event, subject to consultation with it, whenever the following occur:

- breaches or evasions of the instructions of the Model that have been shown to be ineffective or inconsistent with the purpose of the prevention of crimes;
- significant changes to the Company's internal structure and/or the methods of conducting the business's activities;
- regulatory changes.

Any amendments, updates or supplements to the Model are promptly notified to the S.B.

The operating procedures adopted in implementation of this Model are amended at the responsibility of the competent corporate departments, should they be shown to be ineffective for the purpose of the correct implementation of the measures of the model. The competent corporate departments are also responsible for amendments or supplements to the operating procedures required to implement any revisions of this Model.

The S.B. is promptly informed of any update or the implementation of new operating procedures.

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### 3. THE SUPERVISORY BOARD

#### 3.1 Function

In compliance with article 6(1)(b) of the Decree, a specific corporate body has been established (S.B.), with the task of continuously supervising the effective functioning of and compliance with the Model, in addition to updating it, proposing amendments and/or supplements to the Board of Directors whenever – pursuant to point 2.14 – "*Adoption, amendment and supplements to the Model*" - this becomes necessary.

#### 3.2 Prerequisites

The S.B. is made up of a board with at least three members. Members of the S.B. must be furnished with the prerequisites of propriety, professionalism, autonomy and independence as indicated in this Model. The S.B. must carry out the functions assigned to it, ensuring the necessary continuity of action.

##### 3.2.1 Propriety

The members of the S.B. are selected from people furnished with the subjective prerequisite of propriety laid down by the Italian Ministerial Decree of 30 March 2000 no. 162 for members of the Board of Auditors of listed companies, adopted in accordance with article 148(4) of the Consolidated Finance Act.

##### 3.2.2 Professionalism

The S.B. must be made up of persons furnished with specific expertise in inspection activities, the analysis of control systems and the legal field (especially criminal law), so that the presence of adequate professionalism is ensured for the conduct of the respective functions. Where necessary, the S.B. can also make use of the help and support of external expertise for the acquisition of specialist knowledge.

##### 3.2.3 Autonomy and independence

The S.B. is furnished with autonomy and independence in the exercise of its functions.

The S.B. has autonomous powers of expenditure on the basis of an annual estimate approved by the Board of Directors on the proposal of the Board. In any event, the S.B. can request a supplement to the allocated funds should they not be sufficient for the effective conduct of its responsibilities and can extend its autonomy of expenditure at its own initiative in the face of exceptional or urgent situations, which will be the subject of a subsequent report to the Board of Directors.

The activities implemented by the S.B. may not be audited by any other body or corporate structure.

The S.B. must be made up exclusively, or by a majority, of persons without any other relations with the Company, or with other companies of the Group (with the exception of the role of a member of the S.B., a member of the Board of Auditors, in one or more companies of the Group, or an Independent Administrator of Webuild S.p.A.). Any internal members must under no circumstances carry out any operational role within the Company or other companies of the

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Group and must not be in a position of hierarchical dependence on any manager of operational areas.

In exercising their duties, members of the S.B. must not find themselves in situations of even potential conflict of interest arising from any reason of a personal, family or professional nature. In this case, they are obliged to immediately inform the other members of the Board and must abstain from taking part in the respective deliberations. These cases are mentioned in the report referred to in the subsequent point 3.6.1 – “*Information to the corporate bodies (Information flows to and from the Supervisory Board)*”.

#### *3.2.4 Continuity of action*

The Supervisory Board is obliged to constantly supervise, through its powers of investigation, the compliance with the Model by the Recipients and ensure its implementation and updating.

### **3.3 Composition, appointment and duration of term**

The S.B. is made up of at least three members, including:

- two or more external members not employed by the Company;
- an internal member identified as the Senior Executive Vice President of Internal Audit and Compliance.<sup>1</sup>

The S.B. is appointed by the Company’s Board of Directors by a justified provision that confirms the existence of the prerequisites of propriety, professionalism, autonomy and independence.

To this end, external candidates are obliged to send their Curriculum Vitae, accompanied by a declaration in which they confirm possession of the aforementioned prerequisites.

The Board of Directors shall examine the information provided by the parties concerned or, in any case, available to the Company, for the purpose of evaluating the actual possession of the necessary prerequisites.

On accepting the appointment, members of the S.B., having seen the Model and formally adhered to the Code of Ethics, undertake to perform their duties ensuring the necessary continuity of action and to immediately inform the Board of Directors of any occurrence that may affect the retention of the aforementioned prerequisites.

The loss of the subjective prerequisites by a member of the S.B. will lead to the immediate expiry of the appointment. In the event of expiry, death, resignation or revocation, the Board of Directors shall promptly arrange the replacement of the member concerned.

In order to ensure its full autonomy and independence, the S.B. shall remain in office for a three-year term and, in any case, until the renewal is formalised or the new Supervisory Board appointed, irrespective of the expiry date and any early dissolution of the Board of Directors that appointed it.

The Board of Directors shall appoint the Chairperson of the S.B., selecting him or her from among members who are not employed by the Company. The S.B., in its Regulations, may delegate specific functions to the Chairperson.

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<sup>1</sup> This refers to the person who holds the relevant position at the time of appointment of the members of the Supervisory Body.

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### 3.4 Expiry and Revocation

In the event of expiry, death, resignation or revocation of a member of the S.B., the Board of Directors shall promptly arrange the replacement of the member concerned. In any case, in order to avoid situations of vacancy, the Supervisory Body shall remain in office until the date of the subsequent resolution of the Administrative Body that provides for its replacement or confirmation. Pending the integration of the body by the Board of Directors, the members still in office continue to regularly carry out the tasks assigned to the Supervisory Body.

Members cannot be appointed to the Supervisory Board and, if appointed, shall be dismissed, if they have been prohibited, declared unfit, bankrupt or sentenced, even by a non-definitive ruling, to a penalty that bears the prohibition, even temporary, from public office or the incapacity to exercise managerial offices, or who have been convicted, even with a non-definitive sentence or with a sentence in application of plea bargaining by the parties under article 444 of the Italian Code of Criminal Procedure, of committing one of the Offences laid down by the Decree.

Any revocation of a member of the S.B. may only take place for just cause, by resolution of the Board of Directors, having heard the opinion of the Board of Auditors, where “just cause” means serious negligence in carrying out the duties connected to the appointment, including:

- failure to notify the Board of Directors of a conflict of interest that could prevent the retention of the position as a member of the Board;
- failure to notify the Board of Directors of pending proceedings for one of the predicate offences set forth in the Decree;
- the conviction (or plea bargain), even if not a final judgement, for one of the predicate offences laid down by the Decree or, in any event, the conviction (or plea bargain), even if not a final judgement, leading to a penalty bearing the disqualification, even temporary, from managerial offices of legal persons or companies;
- breach of the obligations of confidentiality regarding news and information acquired in the exercise of the duties of the Supervisory Board.

Any withdrawal of a non-definitive conviction (or plea bargain) shall lead to expiry of the cause of ineligibility but shall not impact on the removal from post.

Should the revocation be imposed without just cause, the revoked member can request immediate reinstatement.

The following constitute causes for the expiry of the Supervisory Board:

- confirmation of a serious breach of obligation by the Supervisory Board in the conduct of its verification and control duties;
- the imposition of a penalty by CONSOB for having committed one of the administrative offences on matters of market abuse referred to in the Consolidated Finance Law.

A member may withdraw at any time from the post with written notice in advance of at least 30 days, to be notified to the Board of Directors by means of recorded delivery letter.

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### 3.5 Duties and powers

The S.B. has autonomous powers of initiative and control within the Company, in order to allow the effective conduct of the duties laid down in the Model. To this end, the S.B. is furnished with operational rules through the adoption of an appropriate Regulatory Framework (Regulations of the S.B.).

The S.B. does not have managerial or decision-making powers regarding the conduct of the Company's activities, organisational powers or the power to make changes to the corporate structure, or powers to impose penalties.

The task of supervising the operation of and compliance with the Model is assigned to the S.B. and it is responsible for its updating. To this end, the following duties and powers are assigned to the S.B.:

- verifying the efficiency, effectiveness and adequacy of the Model in preventing the commission of the offences laid down by the Decree, promptly proposing any updates to the Board of Directors, in accordance with the previous point 2.14 – *“Adoption, amendments and supplements to the Model”*;
- verifying, on the basis of the information flow analysis and any notifications received in accordance with the subsequent points 3.6.2 – *“Information to the Supervisory Board”* and 3.6.3 – *Management of whistleblowing reports”* and 3.6.4 – *“Information between Supervisory Boards within the Group” (Information flows from and to the Supervisory Board and Management of whistleblowing reports)*, compliance with the rules of conduct, prevention protocols and procedures laid down by the Model, identifying any shortcomings;
- periodically carrying out inspection visits, in accordance with the methods and terms indicated in the S.B.'s Regulations and detailed in the S.B.'s Verification Plan, notified to the Board of Directors;
- promptly proposing the adoption of the penalties referred to in the subsequent paragraph 4 – *“The penalty system” – to the body or department holding disciplinary power*;
- monitoring the definition of personnel training programmes concerning Webuild S.p.A.'s Model, referred to in point 5.2 – *“Training (Communication and training)”*;
- providing information with regard to the corporate bodies in accordance with what is laid down in point 3.6.1 – *“Information to the corporate bodies (Information flows to and from the Supervisory Board and Management of whistleblowing reports)”*;
- freely gaining access to any organisational unit, without the need for advance notice, in order to request and acquire information, documentation and data considered necessary for conducting the tasks laid down by the Model;
- gaining access to all information concerning the sensitive activities, as listed in more detail in the Model's Special Parts;
- requesting information or the presentation of documents with regard to the sensitive activities, when necessary, of the Directors, the Board of Auditors or the Independent Auditor;
- requesting information or the presentation of documents with regard to the sensitive activities of agents, consultants, agents and external representatives of the Company and all persons generally obliged to comply with the Model, as long as this power is expressly

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- indicated in the contracts or mandates linking the external subject to the Company;
  - receiving, in order to carry out its duties of supervising the operation and implementation of the Model, the information laid down in accordance with the indications in point 3.6.2 – “*Disclosure to the Supervisory Board*” and, in the event that it assumes the management of whistleblowing reports concerning the scope of Legislative Decree 231/2001, in point 3.6.3 – “*Management of whistleblowing reports*” (*Information flows to and from the Supervisory Board and Management of whistleblowing reports*);
  - requesting information from the S.B.s of Group companies;
  - making use of the help and support of the Compliance Department, as well as any external consultants, for problems of particular complexity or that require specific expertise.

The S.B. performs its functions by coordinating, where it is deemed appropriate, with the corporate departments concerned over aspects concerning the interpretation and the monitoring of the regulatory framework and for the specific aspects laid down by the sector’s regulations; in particular, the S.B. coordinates with the Compliance Function that acts in a support role to the Board. The S.B. also coordinates with the corporate departments concerned in the sensitive activities on all aspects regarding the implementation of the operating procedures for implementing the Model.

With reference to the Italian operational units and the Company’s branches established in foreign states, the S.B.:

- checking the effective implementation of and compliance with the Model, in adherence to an annual verification plan approved by the Board;
- supervises the dissemination of the Model to expatriate Webuild employees and/or on secondment;
- coordinating with the Department assigned to personnel management for those aspects concerning the training of personnel on secondment at foreign operational units.

Members of the S.B., in addition to subjects of which the Board makes use for any reason, are under the obligation of confidentiality regarding all information of which they become aware in performing their duties.

The S.B. exercises its duties in compliance with the law, as well as the individual rights of workers.

### ***3.6 Information flows to and from the Supervisory Board and Management of whistleblowing reports***

#### *3.6.1 Information to corporate bodies*

The S.B. refers to the Board of Directors, including through the Control and Risks Committee, unless otherwise laid down by this Model.

The S.B., every time it is deemed appropriate and by the methods indicated in the Board’s own Regulations, shall inform the Chairman of the Board of Directors and/or the Chairman of the Control and Risks Committee and the Chief Executive Officer with regard to significant circumstances and facts regarding its office or any urgent problems of the Model that may emerge in the sphere of the supervisory activity.

Every six months, the S.B. shall draw up a written report to the Board of Directors, the Control, Risks and Sustainability Committee and the Board of Auditors, which must, as a minimum,

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contain the following information:

- a summary of the activities conducted in the previous six months by the S.B.;
- a description of any problems that may have arisen concerning the operating procedures for implementing the Model's measures;
- a description of any new sensitive activities identified;
- a summary of the information flows received and whistleblowing reports that are relevant pursuant to Legislative Decree 231/2001 from internal and external subjects, including those encountered directly, with regard to alleged breaches of the provisions of this Model, the prevention protocols and the respective implementation procedures, and the outcome of the respective verifications carried out. In the event of breaches of the Model by a member of the Board of Directors, the Control, Risks and Sustainability Committee or the Board of Auditors, the S.B. shall issue the notifications referred to in point 4.1 – "*General Principles (the penalty system)*";
- information concerning any commission of offences relevant for the purposes of the Decree;
- the disciplinary provisions and any penalties applied by the Company, with reference to violations of the provisions of this Model, the prevention protocols and the respective implementation procedures;
- an overall assessment of the operation and effectiveness of the Model with any proposals for supplements, corrections or amendments;
- notification of any changes in the regulatory framework and/or significant changes to the Company's internal structure and/or the methods of conducting the business activities that require an updating of the Model;
- notification of any situations of conflict of interest, even potential, referred to in point 3.2.3 – "*Autonomy and independence (Supervisory Board – Prerequisites)*";
- a report on the expenditure sustained.

Annually, the S.B. shall meet the Board of Auditors and the Independent Auditor to share matters of importance regarding the activities conducted. On this occasion, the bodies may be assisted by the competent Departments of the Administrative, Internal Audit and Compliance area.

The Board of Directors, the Control, Risks and Sustainability Committee and the Board of Auditor have the power to convene the S.B. at any time for information about the activities of the office.

### *3.6.2 Information to the Supervisory Board*

All the Model's recipients shall notify the S.B. of any useful information to assist in the conduct of the verifications of the proper implementation of the Model. Specifically:

- the Model's recipients, should they encounter areas for improvement in the definition and/or application of the prevention protocols defined in this Model, shall draw up and promptly send to the S.B. a descriptive note of the underlying reasons for the aspects of improvement highlighted;
- the Process and/or Departmental Managers, in accordance with the respective organisational duties, must formally notify the S.B. of:
  - the system of corporate delegations and powers of attorney;

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- organisational communications and updates of organisational documents;
  - press releases issued to the market / the financial community;
  - disciplinary proceedings launched for breaches of the Model, the arrangements for filing these proceedings and the respective justifications, the application of penalties for breach of the Model or the procedures laid down for its implementation;
  - provisions by bodies of the Judiciary Police or any other Authority, including administrative, that involve top management personnel, which lead to the conducting of inquiries for the offences under Legislative Decree 231/2001;
  - relations established by departments/control bodies (including the Independent Auditor) as part of their verification activities, from which facts, acts, events or omissions may emerge with problematic circumstances regarding the compliance with the regulations of the Decree and the provisions of the Model;
  - a summary of disputes with impact under Italian Legislative Decree 231/2001 that concern the Company;
  - any misalignments encountered in the implementation of the protocols laid down in the Model's Special Parts and/or the corporate procedures;
  - serious accidents in the workplaces (death, serious or very serious injuries to a worker; any environmental disaster that requires more than a year to clean up and leads to a serious impact on the food chain, terrestrial and aquatic life). A summary report of incidents that occur in the workplace shall in any event be sent every six months;
  - a contract termination list;
  - sponsorship and charitable donations;
  - list of people who have access to privileged information;
  - communications arising from investigations/extraordinary requests of the Supervisory Authorities;
  - report on the status of tenders;
  - partnership agreements stipulated;
  - personnel hired with a potential conflict of interest and/or relations with the Public Administration and non-EU personnel working on Italian territory;
  - register of the inspection visits carried out by Public Bodies;
  - list of the requests for documents or explanations sent to the Company by the Revenue Agency or by the Tax Police;
  - security events concerning the company's digital technology resources of any kind that could be symptomatic of breaches of the IT control

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system;

- all employees and members of the Company's corporate bodies must promptly report the commission or suspected commission of the offences referred to in the Decree of which they become aware, as well as any breach or suspected breach of the Model or the procedures established for its implementation of which they become aware;
- the Company's agents and all external subjects, identified in accordance with what is laid down in point 2.13 – "*Intended Recipients of the Model*", as part of the activity conducted for the Company, are obliged to report to the S.B. the breaches referred to in the previous point, as long as this obligation is specified in the contracts that bind these subjects to the Company;
- all employees and members of the Company's corporate bodies may request clarifications by the S.B. with regard to the correct interpretation/application of this Model, the prevention protocols and the respective implementation procedures;
- the Company's Anti-Corruption liaison officer is obliged to send a copy of the six-monthly report to the Supervisory Body.

The flows received by the S.B. are stored by the Board in accordance with the methods indicated in the S.B.'s Regulations.

### 3.6.3 Management of Whistleblowing Reports

In order to ensure exact compliance with the provisions of this paragraph and in accordance with the provisions of Legislative Decree 24/2023, implementing Directive (EU) 2019/1937 on the protection of persons who report breaches of Union law and national law, which updated and partially replaced the regulations introduced by Law no. 179/2017 ("*Whistleblowing Law*"), Webuild has adopted dedicated channels for reporting unlawful activities.

In addition to public entities, the aforementioned Decree is also aimed at private entities with a Model 231, including:

- private entities that, in the last year, had an average of at least 50 employees;
- private entities that, although not reaching the above average, operate in specific sectors expressly listed in the Decree.

One of the main changes introduced by the Decree is an external reporting channel set up by ANAC, which supplements the internal reporting channel and the possibility, subject to specific conditions, of conveying the report through public disclosure.

In particular, within the Decree, the protections aimed at guaranteeing the confidentiality of the identity of the whistleblower remain valid, also through the use of encryption tools.

Reports can be sent in the following ways:

- written report;
- computerised reporting;
- reporting in oral form, through telephone lines or voice messaging systems.

In this regard, the Company has adopted specific Guidelines ("*Management of Whistleblowing Reports*") aimed at regulating the process of managing reports, and has established a specific IT platform (<https://webuild.integrityline.io/>) as an internal reporting channel, which is to be considered the official and therefore preferred channel.

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The authority to initiate the verification phase and assess and determine the final outcome of the report is assigned to the Verification Manager, appointed within the Compliance Function or the Supervisory Board. In this regard, it should be noted that responsibility for managing investigations is defined in relation to the type of report received, which is initially reviewed by the Compliance Department, performing an initial assessment of admissibility and jurisdiction.

Based on the outcome of this assessment, the management of the report is assigned as follows:

- if the report concerns exclusively the scope of Legislative Decree 231/2001, the Supervisory Board shall be responsible for handling it, but may decide to delegate the conducting of the investigations to the Compliance Function;
- in all other cases, the management of the report shall be assigned to the Compliance Function.

Parties other than the Compliance Function who receive a whistleblowing report (including anonymous reports) due to their role within the Company or by mistake are required to: *(i)* ensure the integrity and confidentiality of the information contained in the report received; *(ii)* forward the report – including any supporting documentation sent by the Whistleblower, without keeping a copy – immediately to the Compliance Function, with the obligation to refrain from undertaking any analysis and/or investigation; *(iii)* at the same time, inform the Whistleblower (if not anonymous) that the report has been forwarded to the competent parties.

All reports received, regardless of their origin, shall be numbered and archived by the Compliance Function.

The Company adopts suitable measures to ensure anonymity or, where the reporting is nominal, confidentiality regarding the identity of the person making the report and the information contained in the reports received. Furthermore, the management of reports and the related processing of data for privacy purposes is carried out in compliance with the provisions of Italian law and European Regulation 679/2016.

Any form of retaliation, discrimination or penalisation against those who make reports in good faith, as well as those who facilitate the sending of the report or are in family or working relationships with the whistleblower, as in the cases provided for by the law, is prohibited. It is also forbidden to obstruct (or attempt to obstruct) those who wish to make a report. Retaliatory or discriminatory dismissal, change of duties and any other measure against the whistleblower are void.

In addition, the protection measures also apply to 'facilitators', i.e. natural persons, operating in the same working context, who assist a whistleblower in the reporting process as well as to colleagues, relatives or stable loved ones of the whistleblower.

The Company undertakes to check the reports received within the timescales defined by the Decree.

The investigations of the reports received are conducted by the Verification Manager in accordance with the procedures adopted by the Company. With specific reference to Model 231-related whistleblowing reports, the verification process shall be initiated in the presence of detailed information, based on factual and consistent facts, regarding unlawful conduct or breaches of this Model. It is also considered a violation of the Model the breach of the information obligations towards the S.B. or of the protection measures of the reporting party or the sending

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of an alert, with malice or gross negligence, which proves to be groundless and instrumental to the prosecution of defamatory purposes towards individuals or the Company. These violations are subject to the provisions of point 4 – "*The Penalty System*".

If the report is justified, the Verification Manager shall call upon the company managers, the competent governance and/or control bodies to take the necessary and most appropriate mitigating and/or corrective actions. Otherwise, if, following the investigation, the Verification Manager finds that the report received is unfounded, he or she shall close the report and notify the Reporting Person (if reachable) and the Supervisory Board (if necessary).

The Company reserves the right to take action against anyone who falsely submits false reports.

The Company must have previously involved the company trade union representatives and trade union organisations referred to in article 51 of Legislative Decree 81/2015, providing them with information on the internal reporting system.

#### *3.6.4 Information between the Supervisory Bodies within the Group*

Each Group company that adopts its own Model shall appoint its own autonomous and independent S.B.

The Supervisory Boards of the Group companies send a report every six months to the Company's S.B. containing as a minimum the information concerning the updating of the Organisational Model under Legislative Decree 231/2001 any legal proceedings underway with reference to the administrative liability of entities.

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## 4. THE PENALTY SYSTEM

### 4.1 General principles

The sanctioning system described below is an autonomous system of measures aimed at ensuring compliance with and effective implementation of the Model, given the Company's firm commitment to prosecuting any violation of the rules established for the proper conducting of business activities, including – in accordance with article 6(2-bis) of Legislative Decree 231/2001 and article 21 of Legislative Decree 24/2023 – breaches of the measures protecting whistleblowers and those connected to them, as well as the conduct of those who make unfounded reports with malice or gross negligence, and also any conduct that constitutes, pursuant to Legislative Decree 24/2023, retaliation, obstruction or attempted obstruction of reporting, breaches of confidentiality obligations or breaches of obligations to properly establish and manage the channels and reports received.

The application of the penalties laid down by the Model neither replaces nor implies any additional penalties of other kinds (criminal, administrative, civil and fiscal) that may arise from that criminal act. However, should the breach committed constitute a crime falling within the jurisdiction of the Judicial Authority, and the Company is unable to arrive at a clear reconstruction of the facts with the investigative tools at its disposal, it may await the outcome of legal inquiries before adopting a disciplinary procedure.

Compliance with the measures of the Model applies to work contracts of any type and kind, including those with managers, per project, part-time etc., as well as collaboration agreements coming under 'quasi-subordinate status'.

The S.B., performs a consultative role in the course of the entire disciplinary proceedings.

Specifically, the S.B., once it becomes aware of a breach or suspected breach of the Model, immediately acts to begin the necessary inquiries, ensuring the confidentiality of the person involved.

If a breach by an employee of the Company is confirmed (meaning any person linked to the Company by a relationship of employment), the S.B. shall immediately inform the holder of disciplinary power and the competent General Manager.

If the breach concerns a Company manager, the S.B. shall notify, as well as the holder of disciplinary power and the competent General Manager, the Board of Directors in the person of the Chairman and the Chief Executive Officer by means of a written report.

If the breach concerns a director of the Company, the S.B. must give immediate notification to the Chairman of the Board of Auditors and to the Board of Directors in the person of the Chairman and Chief Executive Officer, if not directly involved, by means of a written report.

If the breach concerns a member of the Board of Auditors, the S.B. must give immediate notification to the Board of Directors in the person of the Chairman and Chief Executive Officer, and to the Board of Auditors, in the person of the Chairman, if not directly involved, by means of a written report.

Should a breach occur by agents or external subjects that operate under the instructions of the Company, the S.B. shall inform, by means of a written report, the Chairman and Chief Executive

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Officer, the competent General Manager, the Manager of the Department assigned to the management of legal affairs, the Manager of the Department assigned to the management of the personnel and the Manager of the Department to which the contract or relationship refer.

The bodies or departments holding disciplinary power start the proceedings under their responsibility for the purpose of disputes and any application of penalties.

Penalties for breaches of the measures of this Model shall be adopted by the bodies with responsibility by virtue of the powers and functions granted to them by the Articles of Association or by the Company's internal regulations.

#### **4.2 Breaches of the Model**

All breaches, including by omission and in concert with others, of the instructions of this Model, the Principles and Prevention Protocols and the respective implementation procedures constitute infringements, as do breaches of the provisions of the Code of Ethics and whistleblowing regulations, including any conduct that constitutes an offence punishable by ANAC pursuant to Legislative Decree 24/2023.

Conduct that constitutes infringement is given below, by way of example and not limited to:

- the incomplete or untrue drafting of the documentation laid down by this Model, the General Principles of Conduct and by the Prevention Protocols and the respective implementation procedures;
- the facilitation of the drawing up by others in an incomplete or untrue way of the documentation laid down by this Model, the General Principles of Conduct and by the Prevention Protocols and the respective implementation procedures;
- failure to draw up the documentation laid down by this Model, the Prevention Protocols and the implementation procedures;
- the breach or evasion of the control system laid down by the Model, however carried out, such as, for example, by the removal, destruction or alteration of the documentation produced, preventing controls, impeding access to information and documentation by persons assigned to the controls of procedures and decisions;
- failure to communicate the information laid down to the S.B.;
- the violation or evasion of the supervisory obligations by the top management of the work of their subordinates;
- the breach of the obligations on matters of participation in training programmes, referred to in point 5.2 – “*Training (Communication and training)*”;
- violation of measures to protect whistleblowers who report unlawful conduct or breaches of the Model;
- whistleblowing reports, submitted with malice or gross negligence, which prove to be untrue and instrumental in pursuing defamatory purposes against individuals or the company.
- the adoption of retaliatory or discriminatory measures, whether direct or indirect, against the whistleblower or persons connected with them;
- obstructing or attempting to obstruct whistleblowing reports;

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- breaches of confidentiality obligations relating to the identity of the whistleblower or persons involved in the report;
  - breaches of obligations regarding the proper handling of reports received, as well as the adoption of reporting channels that do not comply with regulations.

### **4.3 Penalties and disciplinary measures**

#### *4.3.1 Penalties imposed on employees*

The Model constitutes a series of rules with which a company's employed personnel must comply, including in accordance with the provisions of articles 2104 and 2106 of the Civil Code and the National Collective Labour Contract (hereinafter, "CCNL") on matters of rules of conduct and disciplinary penalties.

Therefore, all conduct by employees in breach of the provisions of the Model and its implementation procedures constitutes failure to fulfil the primary obligations of the employment contract and, consequently, are infringements that lead to the possible implementation of disciplinary proceedings and the consequent application of the respective penalties.

For employed personnel qualified as workers, office workers and middle managers, the provisions laid down by articles 99 and 100 of the CCNL for the employees of construction companies and similar shall be applied,

n. in accordance with the provisions of article 7 of the law of 20 May 1970 no. 300 (Workers Statute).

With regard to the provisions of this paragraph, relations with employees who carry out their work abroad, including following a secondment, are governed, in the Member States of the EU, by the regulations of the Convention on the law applicable to contractual obligations, open for signature in Rome on 19 June 1980, and, for contracts concluded after 17 December 2009, by the EC Regulation no. 593/08 on the law applicable to contractual obligations, as well as, outside this sphere, the local measures in force.

In compliance with the principles of progressiveness and proportionality, the type and extent of the penalties imposed shall be decided on the basis of the following criteria:

- the severity of the breaches committed;
- duties and departmental position of the persons involved in the facts;
- the voluntary nature of the conduct or degree of negligence, imprudence or inexperience;
- the overall conduct of the worker, with particular regard to the existence or otherwise of previous disciplinary actions, within the limits allowed by the law and the CCNL;
- other special circumstances surrounding the disciplinary breach.

On the basis of the principles and criteria indicated above:

- the measures of verbal reprimand, written reprimand, a fine or suspension from work and wages shall be applied should the employee have breached the measures laid down by the Model or, in the conduct of the activities, has behaved in a way that does not comply with the instructions of the Model, giving rise to the case

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referred to in article 99(2)(g) of the CCNL, and/or breach of article 2104 of the Italian Civil Code. Specifically, the imposition of a fine no higher than the amount of three hours' pay shall usually be applied. In the event of greater severity or recurrence of the shortcomings given above, while falling short of establishing justification for dismissal, suspension from work or wages may be applied for up to three days, while in cases of less severity, a verbal or written reprimand may be issued;

- dismissal with notice (for a justifiable reason) shall be applied when a worker, in carrying out activities, behaves in a way that does not comply with the instructions of this Model and the Code of Ethics to the point of constituting a significant failure to fulfil the contractual obligations or conduct seriously detrimental to the production activity, the organisation of the work and its proper functioning (article 100(2) of the CCNL), such as, for example:
  - any conduct directed unequivocally at the commission of an offence laid down by the Decree;
  - any conduct designed to conceal the commission of an offence laid down by the Decree;
  - any conduct that deliberately contravenes the specific measures laid down by the Model and the respective implementation procedures for safeguarding the safety and health of workers;
- dismissal without notice (for just cause) shall be applied to conduct consisting of serious and/or repeated breaches of the rules of conduct and the procedures contained in the Model, to the point it prevents even the temporary continuation of the employment (article 100(3) of the CCNL).

#### *4.3.2 Penalties imposed on managers*

The managerial relationship is by its nature based on trust. The conduct of a manager, in addition to being reflected within the Company, serves as a model and example for all those who work there, with repercussions also on Company's external image. Therefore, compliance by the Company's managers with the instructions of the Model and the respective implementation procedures is an essential element of the managerial employment relationship.

With regard to managers who have breached the Model or the procedures established to implement it, the department with disciplinary powers shall initiate the respective proceedings to deal with complaints and apply the most appropriate penalties, in compliance with the provisions of the managers' CCNL and, where necessary, with the observance of the procedures referred to in article 7 of the Law of 30 May 1970, no. 300.

The penalties must be applied in compliance with the principles of progressiveness and proportionality with regard to the severity of the breach and guilt or any malice. As a precaution, revocation may be ordered of any powers of attorney assigned to the person concerned up to termination of the relations due to such serious breaches that the relationship of trust with the Company has broken down.

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#### 4.3.3 Penalties imposed on directors

Webuild S.p.A. rigorously assesses any breach of this Model perpetrated by members of the top management of the Company and who, for this reason, are most able to direct the corporate ethics and the work of those employed in the Company towards values of propriety, legality and transparency.

With regard to directors who have committed a breach of the Model or the procedures laid down to implement it, the Board of Directors can apply, in compliance with the principles of progressiveness and proportionality with regard to the severity of the breach and guilt or any malice, all appropriate measures allowed by the law, including the following penalties:

- formal written warning;
- a pecuniary penalty equal to the amount of two to five times the emoluments, calculated on a monthly basis;
- revocation, total or partial, of any powers of attorney.

In the most serious cases and whenever the shortcoming is sufficient to undermine the Company's trust in the person responsible, the Board of Directors shall convoke the Shareholders' General Meeting, proposing dismissal from post.

#### 4.3.4 Penalties imposed on auditors

If the breach concerns one or more auditors, the S.B. must give immediate notification to the Board of Directors in the person of the Chairman and Chief Executive Officer, and to the Board of Auditors, in the person of the Chairman, if not directly involved, by means of a written report.

The recipients of the S.B.'s information can take the appropriate measures, in accordance with the provisions of the Articles of Association, including, for example, convocation of the Shareholders' General Meeting for the purpose of adopting the most appropriate measures laid down by the law.

The Board of Directors, in the case of breaches that justify revocation, shall propose to the Shareholders' General Meeting the adoption of the measures within its competence and carry out any additional tasks laid down by the law.

#### 4.3.5 Penalties imposed on third parties

As regards agents or external subjects that work to the Company's instructions, referred to in point 2.13 – *"Intended Recipients of the Model"*, the Company has defined specific safeguarding clauses in the event of breaches by them of the Code of Ethics and the Model's general principles, as far as applicable.

These clauses can impose the termination of the relationship for breaches of greatest severity when these are sufficient to undermine the Company's trust in the subject responsible for the breaches. Should a breach occur by these subjects, the departmental manager responsible for management of the contract with the external agent shall inform the S.B., which, in turn, by means of a written report, shall inform the Chairman and Chief Executive Officer, the competent General Manager, the Manager of the Department assigned to the management of legal affairs and the Manager of the Department assigned to the management of the personnel. With regard to managers belonging to this category, the predetermined measures shall be applied in accordance with this point.

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## 5. COMMUNICATION AND TRAINING

### 5.1 Communication

The Company ensures the proper awareness and dissemination of this Model among all employees and all subjects with functions of management, administration, direction and control.

The Model is communicated to all the Company's personnel at the responsibility of the Department assigned to personnel management and all members of the corporate bodies at the responsibility of the Department assigned to the management of corporate affairs through the means of dissemination considered most appropriate, including internal information notes and access to the intranet system.

Suitable methods for confirming reception of the Model by the Company's personnel are established by the Department assigned to personnel management, after consulting the S.B.

For subjects outside the Company who are intended recipients of the Model, in accordance with the provisions in point 2.13

– "*Intended Recipients of the Model*", appropriate forms of communication of the Model shall be provided. The contracts that govern the relations with these subjects must lay down clear responsibilities with regard to respect for the Company's business policies and the acceptance of the Model's general principles.

The Model is published in full on the corporate intranet site and, in abbreviated form, on the internet site.

### 5.2 Training

The Company undertakes to implement training programmes for the purpose of ensuring the effective awareness of the Model by employees and members of the corporate bodies.

The training programmes will focus on the Decree and the relevant regulatory framework, the Code of Ethics and this Model. The level of training, with a varying degree of depth, shall correspond to the qualification of the recipients and their various levels of involvement in sensitive activities. Specific training shall be given to members of the personnel of the Compliance Function that assist in carrying out the functions of the S.B.

The training initiatives may also be conducted remotely through the use of computer systems (for example, video conference, e-learning).

The training of the personnel in implementing the Model is managed by the Department assigned to personnel management. The S.B. shall verify the suitability of the training programmes, the implementation methods and the results.

Participation in the training programmes referred to in this point is mandatory. The breach of these obligations, constituting a violation of the Model, is subject to the provisions referred to in point 4 – "*The penalty system*".