

ORDINARY SHAREHOLDERS' MEETING OF APRIL 29, 2026

REPORT OF THE BOARD OF DIRECTORS OF WEBUILD S.P.A. ON THE THIRD ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING. I.E.:

“3. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS FOR THE 2026-2027-2028 PERIOD.

3.1 APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS.

3.2 DETERMINATION OF THE REMUNERATION OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS”.

Dear Shareholders,

with the Shareholders' Meeting to approve the financial statements as at December 31, 2025, the term of office of the Board of Statutory Auditors will expire, which was appointed by the Shareholders' Meeting held on April 27, 2023 for the 2023-2024-2025 period.

You are therefore called to:

1. **appoint three Statutory Auditors and two Alternate Auditors** (it being understood that the Chairperson of the Board of Statutory Auditors, pursuant to the Statute, will be the first Auditor elected from the minority list);
2. **determine the remuneration** of the members of the Board of Statutory Auditors.

The new Board of Statutory Auditors will remain in force for three years: i.e. until the Shareholders' Meeting is called to approve the financial statements as at December 31, 2028.

Hereinafter, the information concerning the **appointment and replacement** of the members of the Board of Statutory Auditors of the Company foreseen by Article 30 of the Bylaws.

SCOPE

SUMMARY OF ARTICLE 30 OF THE COMPANY'S BYLAWS

Composition	The Board of Statutory Auditors is composed of three Statutory Auditors and two Alternates . With particular reference to the representation of minority shareholders and to the number and characteristics of the Statutory Auditors, the Issuer is not subject to further regulations except for what is foreseen by the Italian Civil Code and by the TUF. Appointment of the Board of Statutory Auditors shall take place using lists submitted by the shareholders using the methods and within the timeframe set out below in accordance with the applicable legislation on gender equality. Outgoing Statutory Auditors may be re-elected.
Requirements	Members of the Board of Statutory Auditors must have the requirements foreseen by the law, our Bylaws and other applicable provisions, to be appointed and to remain in the role. ¹
Modes of appointment	Vote by list.

¹ As stated in Article 30 of the Bylaws, for the purposes of Article 1, paragraph 2, letters b) and c), and paragraph 3 of Ministerial Decree No. 162 of March 30, 2000 (Regulation establishing the standards for establishing the professionalism and integrity requirements for members of the board of statutory auditors of listed companies, to be issued pursuant to Article 148 of Legislative Decree No. 58 of February 24, 1998), the following matters (legal, economic, financial, and technical-scientific) and sectors functional to the sectors of engineering, geology, the construction of public and private works, and building and construction in general are considered strictly relevant to the Company's scope of activity.

With regard to the independence requirements set out in Recommendations 7 and 9 of the Corporate Governance Code, the qualitative and quantitative significance criteria set out in letters c) and d) of the aforementioned Recommendation 7, set out by the Company's Board of Directors as follows, apply to the Auditors:

(i) a Director is not independent if he/she, directly or indirectly (i.e. through subsidiaries or for companies for which he/she is an executive director, or a partner of a professional firm or a consulting company) has currently or has had any commercial, financial or professional relationships with the Company, one of its subsidiaries, or with its executive directors or top management. Or with a person who, even with others, through a shareholders' agreement, controls the Company, or with the related executive directors or top management, if the total value of such relationships is greater: (i) than 7% of the annual turnover of the legal person, organization or professional firm/consulting firm, of which the Director has control of or is an executive director or partner; or (ii) 7% of the annual income of the Director as a natural person or of the annual turnover generated directly by the Director in the context of the activity carried out in the "legal person", organization or professional firm/consultancy company, of which the Director has control or is an executive director or partner.

(ii) a Director who receives or has received, in the previous three financial years, from the Company, its subsidiary or parent company, an additional remuneration higher than Euro 250,000.00 annual cannot be considered to be independent.

SCOPE

SUMMARY OF ARTICLE 30 OF THE COMPANY'S BYLAWS

Entitlement to submit a list

1% of the share capital with the right to vote in the ordinary Shareholders' Meeting as foreseen by Consob Managerial Decision no. 155 of January 27, 2026 (**reduced to 0.5%** for lists submitted according to the terms mentioned in the following Terms and modalities to submit a list, point 2).
 Each individual shareholder, shareholders who are parties to significant shareholder agreements pursuant to Article 122 of the TUF, the parent company, subsidiaries and jointly controlled entities pursuant to Article 93 of the TUF cannot submit or participate in the submission, not even through a third party or a trust company, of more than one list.

Forming a list

Lists include candidates (who can be presented in one list, in order to be eligible) listed progressively according to legal and regulatory pro tempore provisions in force dealing with independence and gender equality. Lists have two sections: one for the candidate for the office of Statutory Auditor and one for the candidate for the office of Alternate Auditor. They shall include at least one candidate for each position and may comprise up to a maximum of three candidates for the office of Statutory Auditor and up to two for the office of Alternate Auditor. Lists that have a total number of candidates of three or more must contain candidates of both genders, so as to ensure a composition of the Board of Statutory Auditors compliant with the provisions set forth in the Bylaw, in compliance with the legislation in force from time to time regarding gender balance.
 Please also note that those presenting a "minority list" must abide by the recommendations set by Consob through its Communication no. DEM/9017893 of February 26, 2009 and must therefore provide a specific declaration certifying the absence of relationships of connection with shareholders who hold, even jointly, a controlling or relative majority stake.

Terms and modalities to submit a list

1) The lists must be deposited at least **25** (twenty-five) days before the day when the Shareholders' Meeting is held in first call: i.e. **by Saturday April 4, 2026**.

2) In the event that only one list has been filed as of that date, i.e. only lists submitted by shareholders who are related to each other pursuant to Article 144-quinquies of the Issuers' Regulations, lists may be submitted until the third day following that date (i.e., by **Tuesday, April 7, 2026**) by shareholders whom, singly or with other shareholders, are in overall holders when the list is presented, of a participating share of at least 0.5% of the share capital with the right to vote in the Ordinary Shareholders' Meeting.
 Together with each list the following documents shall be filed within the time limits specified above:

- (i) information about the identity of the shareholders submitting the list;
- (ii) statements whereby each candidate accepts their candidature and states, under their own responsibility, that there are no reasons for their ineligibility or incompatibility and that they meet requirements for the respective offices, including compliance with the maximum number of offices that can be held under the current law and regulations;
- (iii) a professional and personal profile of each candidate.

A certificate issued by a legally-authorized intermediary must also be filed, within the time limit established in the rules governing the publication of lists by the Company, showing ownership of the number of shares necessary to submit lists at the date of filing of the list with the Company.
 Lists submitted that do not meet the above requirements will be treated as not having been submitted.
 Candidates who are ineligible or incompatible or who do not meet the requirements established by the applicable laws and regulations or hold more offices than the maximum limits established in the applicable laws and regulations cannot be included in the lists.
 The lists, accompanied by the aforementioned information, must be filed by sending them to the following addresses:

- certified e-mail: pec@pec.webuildgroup.com;
- standard e-mail: corporateaffairs@webuildgroup.com.

How and when to publish a list

Lists will be made available to the public by depositing them at the registered office and on the website www.webuildgroup.com, in the "Governance - Shareholders' Meeting" Section, as well as at the 1Info storage mechanism (www.1info.it), within the legal deadlines, i.e., by **Wednesday, April 8, 2026**.

SCOPE

SUMMARY OF ARTICLE 30 OF THE COMPANY'S BYLAWS

Mode of election	<p>Two Statutory Auditors and one Alternate are drawn from the list that obtained the highest number of votes at the Meeting, according to the sequential order in which they are listed.</p> <p>From the second list that obtained the highest number of votes at the Shareholders' Meeting and that was submitted and voted for by parties not connected, even indirectly, to the reference shareholders, ("Minority List") the remaining Statutory Auditor and the remaining Alternate are drawn, according to the progressive order in which they are listed.</p> <p>If the above methods do not ensure the composition of the Board of Statutory Auditors, with regard to its effective members, in accordance with the pro tempore regulations concerning the gender equality, the necessary replacements shall be made, within the candidates for the office of effective auditor from the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed. For the appointment of Statutory Auditors for any reason not appointed through the vote by list procedure, the Shareholders' Meeting shall resolve with the majorities prescribed by law, without prejudice to complying with the pro tempore regulations pertaining to gender equality.</p>
Chairperson	<p>The Chairperson of the Board of Statutory Auditors is the person listed first on the Minority List.</p>

For any further information not given above, please refer to Art. 30) of the Bylaws of Webuild S.p.A. available on the Company's website www.webuildgroup.com in the "Governance - Bylaws" Section.

With regard to the remuneration of the Board of Statutory Auditors, the Board of Directors invites Shareholders to define such remuneration taking into account the recommendations of the Corporate Governance Code, pursuant to which the remuneration of members of the supervisory body must provide compensation appropriate to the competence, professionalism, and commitment required by the importance of the role held and the size and sector characteristics of the company and its situation. It must also be defined taking into account the remuneration practices widespread in the relevant sectors and for companies of similar size, also considering comparable foreign situations and practices..

All this being said, you are then called upon to appoint the new Board of Statutory Auditors for the 2026-2027-2028 three-year period based on the lists that will be presented in compliance with the provisions of the Bylaws, as well as to determine the relevant remuneration.

Rozzano (MI), 19 March 2026

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