

## ORDINARY SHAREHOLDERS' MEETING OF APRIL 29, 2026

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

**"1. APPOINTMENT OF ONE DIRECTOR FOLLOWING RESIGNATION AND SUBSEQUENT CO-OPTION PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE AND ARTICLE 20 OF THE BYLAWS. INHERENT AND CONSEQUENT RESOLUTIONS."**

Dear Shareholders,

following the resignation of Director Francesco Renato Mele, as per the Press Release issued by the Company on October 6, 2025, the Board of Directors, on November 13, 2025, upon proposal of the shareholder CDP Equity S.p.A. (pursuant to the shareholders' agreements in force), appointed, by co-optation, pursuant to Article 2386 of the Italian Civil Code and Article 20 of the Bylaws, the Director Lorenzo Iucci. At the time of his appointment and recently at the Board meeting of February 12, 2026, he certified that he is independent pursuant to Articles 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance and not independent pursuant to the 2020 Corporate Governance Code. Director Lorenzo Iucci has not been granted any executive roles by the Board of Directors. Said appointment, pursuant to the law, will expire on the convocation date of the Shareholders' Meeting: i.e. April 29, 2026.<sup>1</sup>

**Considering the above, it is proposed to approve the appointment of the above-mentioned co-opted Director Lorenzo Iucci** (whose curriculum vitae is available on the Company's website in the [Governance System/Board of Directors Section](#)), who in case of a positive resolution of the Meeting will (i) remain in office until the expiry date of the current Board of Directors: i.e. the Shareholders' Meeting date called to approve the 2026 Annual Financial Report; he will (ii) be paid, pro rata temporis, the same remuneration already resolved by the Shareholders' Meeting of April 24, 2024, for members of the Board of Directors: i.e. EUR 60,000 (annual/gross).

Please note that this appointment will be carried out according to the legal majority quota and the majority quota present in the Bylaws, without applying a vote by list. Moreover, should the Shareholders' Meeting positively resolve what has been proposed, the Company's Board of Directors will continue to comply with the applicable dispositions concerning gender equality, and to present a significant number of independent directors, in line with best practices.

Considering the above, the Board of Directors is asking you to approve the following resolution proposal.

### RESOLUTION PROPOSAL

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

- *having understood that pursuant to Article 2386 of the Italian Civil Code, as of the date of this Shareholders' Meeting, the appointment of the Company's already co-opted (on November 13, 2025) Board Director Lorenzo Iucci, will expire;*
- *having examined the report and proposal of the Board of Directors on this point on the agenda,*

#### **RESOLVED**

*to appoint as Company Board Director:*

**Lorenzo Iucci**, born in Sora (FR), on October 19, 1985, Italian TAX ID CCILNZ85R19I838D

*whose appointment will expire with the current Directors', and therefore during the Shareholders' Meeting called to approve the 2026 Annual Financial Report.*

Rozzano (MI), 19 March 2026

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

<sup>1</sup> Reference Press releases dated [October 6, 2025](#) and [November 14, 2025](#), available on the Group's website [www.webuildgroup.com](http://www.webuildgroup.com) in the "Media" "Press releases and Press Notes" subsection, and on the authorized storage system "1INFO" at [www.1info.it](http://www.1info.it)