



## PRESS RELEASE

### APPROVED 2023 ANNUAL FINANCIAL STATEMENTS EUR 0.071 DIVIDEND FOR EACH ORDINARY SHARE (+25% COMPARED TO 2022) AND EUR 0.824 FOR EACH SAVINGS SHARE APPOINTED BOARD OF DIRECTORS FOR THE 2024-2026 THREE YEAR PERIOD APPROVED REMUNERATION POLICIES

- Appointed Gian Luca Gregori as Chairman, Pietro Salini as Chief Executive Officer, 11 independent directors (vs 10 independent directors of the previous three-year period)
- 40% of female presence in the Board of Directors
- Established the Internal Board Committees
- Renewed authorization for the purchase and disposal of own shares
- Thanks expressed to the Chairman Donato Iacovone and to the outgoing Directors for their worthwhile contribution to the transformation of the Group in the last few years

**Milan, April 24, 2024** – The Extraordinary and Ordinary Shareholders' Meeting of Webuild S.p.A. (MTA: WBD), met today and:

- approved the **amendments proposed by** the Board of Directors (and by Shareholder Salini S.p.A. with regard to Article 20), **with respect to Articles 7, 12, 14, 20, 21, 22, 28 and 30 of the Bylaws**;
- approved the annual financial statements of Webuild S.p.A. as at December 31, 2023, and the distribution to shareholders of a **dividend of EUR 0.071 for each existing ordinary share** and **EUR 0.824 for each existing savings share** with the right of a dividend at the ex-dividend date. The dividend will be distributed on May 22, 2024, with an ex-dividend date of May 20, 2024 (record date: May 21, 2024);
- appointed, for the years 2024-2025-2026, the **new Board of Directors**, made of 15 members.
  - from the **list presented by shareholders Salini S.p.A. and CDP Equity S.p.A. (List 1)**, holders of a total of 56.13% of the Company's ordinary share capital and voted by approximately 84.78% of the shares represented at the Shareholders' Meeting, **no. 14 Directors** were appointed in the persons of Gian Luca Gregori\* as the Chairman of the Board of Directors, Davide Croff\*, Moroello Diaz della Vittoria Pallavicini\*, Paola Fandella\*, Francesca Fonzi, Flavia Mazzearella\*, Itzik Michael Meghnagi\*, Francesco Renato Mele, Teresa Naddeo\*, Alessandro Salini, Pietro Salini, Serena Torielli\*, Michele Valensise\* and Laura Zanetti\*;
  - from the **list presented by a group of institutional investors (List 2)**, the owners of a total of 1.21% of the ordinary share capital of the Company, voted by approximately 11.69% of the shares represented in the Meeting, **no. 1 Director** was appointed in the person of Francesco Chiappetta\*.

The composition of the Board of Directors is aligned to the current provisions concerning independence and gender quotas.

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\* Subjects who declared, when submitting the lists, that they meet the independence requirements pursuant to the TUF and the Corporate Governance Code.



The curricula vitae of the directors are available on the company's website [www.webuildgroup.com](http://www.webuildgroup.com) (in the Governance-Governance System - Board of Directors section).

The Shareholders' Meeting also confirmed, in continuity with the previous mandate, the remuneration of the Chairman of the Board of Directors at EUR 400,000.00 (four-hundred thousand/00) gross per year, and that of each of the other Directors at EUR 60,000.00 (sixty thousand/00) gross per year.

Information on the shareholdings of Directors Davide Croff, Flavia Mazzarella, Francesco Renato Mele, Teresa Naddeo, Alessandro Salini, Pietro Salini, Serena Torielli, Michele Valensise e Laura Zanetti (already present in the previous Board of Directors) are contained in the 2023 Report on the Remuneration Policy and on the remuneration paid, and on the Governance-Internal Dealing page of the Company's institutional website.

- approved the **renewal of the authorization for the purchase and disposal of own shares**, under the terms and conditions set out in the proposal of the Board of Directors;
- approved the 2024 Report on the Remuneration Policy and on the remuneration paid, including Section I, which includes the integrations to the 2023-2025 Remuneration policy approved by the Shareholders' Meeting of April 27, 2023, and Section II, which includes the remunerations already paid in 2023.

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The Company's Board of Directors met at the end of the Shareholders' Meeting and:

- confirmed **Pietro Salini** as **Chief Executive Officer**;
- verified, that Directors Francesco Chiappetta, Davide Croff, Moroello Diaz della Vittoria Pallavicini, Paola Fandella, Flavia Mazzarella, Itzik Michael Meghnagi, Teresa Naddeo, Serena Torielli, Michele Valensise and Laura Zanetti have the **independence requirements** provided for by the TUF (Testo Unico Finanza) and the 2020 Corporate Governance Code. In light of the powers and role assigned to the Chairman, the qualification of independent Director was also confirmed for Gian Luca Gregori;
- established, the following internal committees, confirming the competences attributed to them in the previous mandate, and appointing the relative members (all independent) as follows:
  - **Control, Risk and Sustainability Committee:** Teresa Naddeo (Chairperson), Paola Fandella, Gian Luca Gregori, Flavia Mazzarella, Moroello Diaz della Vittoria Pallavicini and Serena Torielli;
  - **Compensation and Nomination Committee:** Laura Zanetti (Chairperson), Moroello Diaz della Vittoria Pallavicini and Paola Fandella;
  - **Committee for Related - Party Transactions:** Francesco Chiappetta, Davide Croff e Itzik Michael Meghnagi. The Chairman will be appointed by the Committee at the first meeting.

At the end of the Shareholders' Meeting and Committee activities, the Chief Executive Officer Pietro Salini commented: *"I would like to sincerely thank the outgoing Chairman Donato Iacovone and each of the outgoing Directors Andrea Alghisi, Nicola Greco, Barbara Marinali, Marina Natale and Ferdinando Parente for their greatly appreciated contribution during their mandates, and for their professionalism, demonstrated in a profoundly transformative period for the Webuild Group, with the completion of Progetto Italia and the many initiatives implemented that allowed Webuild to increasingly affirm itself as a strategic player in the infrastructure sector, both in Italy and abroad. The profound transformation of the Group has taken place in an extremely complex*



*political and economic situation. The Group has reported outstanding results, not just in the last year, but over the last few years. Specifically, from 2019 to 2023 revenues doubled, from 5.3 to 10 billion euro, the order book leapt from 36 to 64 billion euro and the workforce expanded to 87,000 from 50,000 in 2019. The strategic decisions taken consolidated the Group providing it with the resources and technology needed to seize the promising opportunities within the market. For this further journey, I extend my sincere good wishes to the new Board of Directors, as I am certain that the skills and values of the new Directors will support in reaching the Group's medium-to-long term goals."*

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The voting summary and the minutes of the Shareholders' Meeting will be made available to the public in accordance with the methods and timings envisaged by current Italian legislation.

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*Webuild is a global leader in the design and construction of large, complex projects in the sectors of sustainable mobility, hydropower, water management and production, and green buildings. For many years, the recognized leader in the water sector, also ranking among the Top 10 international players in Australia, Europe and the US, the Group has consolidated experience in 50 countries. In almost 120 years of applied engineering on more than 3,200 projects, the Webuild Group has built 14,140 kilometres of rail and metro lines, 82,533 kilometres of roads and highways, 1,020 kilometres of bridges and viaducts, 3,408 kilometres of tunnels, and 313 dams and hydropower plants. Projects include the Bridge over the Danube River in Braila in Romania, and the Genoa Long Beach International Gateway in California; the expansion of the Panama Canal and the Third Bosphorus Bridge in Turkey; the Kingdom Centre skyscraper in Riyadh in Saudi Arabia, and metro lines in Copenhagen, Paris, Rome, Milan, Doha and Ryadh. Projects under construction include the New Genoa Breakwater, the Brenner Base Tunnel, Line 4 of Milan's metro, and Line C of Rome's metro, the Genoa-Milan high-capacity railway line, the Snowy 2.0 hydroelectric project in Australia, and the Trojena project for NEOM in Saudi Arabia. As of December 31, 2023, the Webuild Group with 87,000 people, achieved €10 billion in total revenues, and a total backlog of €64 billion, with over 90% of its construction backlog related to projects linked to the advancement of the United Nations Sustainable Development Goals (SDGs). Webuild, subject to the direction and coordination of Salini Costruttori S.p.A., is headquartered in Italy and is listed on the Milan stock exchange (WBD; WBD:MI; WBD:IM). Since 2021, it is member of the MIB ESG, the index of Italian companies with the best ESG practices.*

[More information at www.webuildgroup.com](https://www.webuildgroup.com)



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