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Approved by the Board of Directors on 5 April 2022

This document regarding the transparency of the remuneration of the Directors of listed companies is drafted according to art. 123-ter of the Consolidated Finance Act, in compliance with art. 84-quater of the Issuers' Regulation and the Code of Corporate Governance of Borsa Italiana S.p.A.

Issuer: Webuild S.P.A.

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Dear Shareholders,

As Chairman of the Compensation and Nominating Committee, I present to you, also on behalf of the Board of Directors, the Report of Webuild S.p.A. on the policy for remuneration and paid compensation. The objective of the document is to increase awareness of the Company's remuneration policies, highlighting their consistency with business strategies, with a view to maximum transparency of the related systems adopted by the Company, also in a perspective of alignment with the Shareholders' interest.

Webuild leading in the sector of infrastructure and public works in Italy and in the world

The persistence of the pandemic, despite the vaccination campaign, has led, throughout 2021, to the continuation of the activities of the staff functions remotely and the adoption of the most effective epidemic prevention measures for worksite personnel, so as to guarantee not only maximum protection for all the people of the Group, but also the performance of work services in complete safety. This made it possible, after managing the inevitable issues related to the emergency, to achieve important results in any case.

In fact, the year just ended saw revenues increase by over 40%; EBITDA, which stood at over 95% compared to the previous year; the best result ever as regards the financial position, positive for Euro 467 million, a substantial reduction in debt by over Euro 900 million.

In addition, the acquisitions of Astaldi and Seli Overseas were finalized in August, the latter company specializing in underground excavation all over the world.

Again in 2021, the Webuild Group also created two new companies, Webuild Italia S.p.A. and Partecipazioni Italia S.p.A. to follow all Italian projects even more closely.

The aforementioned extraordinary transactions marked an important milestone of Progetto Italia, launched by Webuild in 2018 as an industrial lever aimed at Italy's infrastructural development and the creation, today, of the works envisaged in the "National Recovery and Resilience Plan".

The year just ended was also characterized by important confirmations, such as a record amount of new orders equal to Euro 10.8 billion, thanks to the plans of investment in sustainable infrastructures launched by the various countries the Group operates in, of which over 95% in key and low-risk geographical areas, such as Italy, USA, Australia, France, Austria and Northern Countries, which have strengthened Webuild's ability to be a market *leader*. This is in line with the objectives and strategies set in the multi-year business plan focusing on the principles of profitable and sustainable growth, innovation and transformation, operational excellence and human capital development.

Finally, we recall:

- the fundamental contribution given in order to "unblock" the Italian economic system through the award of strategic projects in the infrastructure sector, such as: the high-speed / high-capacity Palermo-Catania-Messina railway line; the Naples-Bari line; the Fortezza-Ponte Gardena line; the construction of a section of the base tunnel of the Turin-Lyon line, as well as sections B2 and C of the Pedemontana Lombarda motorway;
- the inclusion of Webuild in the "MIB® ESG Index", the new ESG sustainability index; the more than 89 million people served by the Group's projects; the creation of over 7,000 new beds in hospitals around the world; 24 million tons of CO₂ saved; more than 14,000 MW of renewable energy produced;
- the launch of important initiatives, worth over Euro 1.2 million for over 250 young people, such as: the **Giovannini Award** for graduates, undergraduates and doctoral students; the '**Premio Ingenio al femminile**' for sustainability in the engineering sector; the new **Scuola di Mestieri**, for technical training, including for young people, in Italy; the **Challenge for Sud**

competition for engineering students; **Recruiting Sud Italia**, with the recruitment of 100 engineering graduates.

Governance regarding remuneration

The Compensation and Nominating Committee, in continuity with what was discussed and developed last year, worked on the consolidation and updating of the remuneration policies, in order to highlight an architecture that is consistent with the Group's strategy and constantly in line with current regulations and best market practices.

Also for 2022, the Remuneration Policy aims to confirm its role as a reference framework for the implementation of remuneration practices throughout the Group. The cornerstone principles of our Policy are always Transparency, Sustainability, Meritocracy, Competitiveness, Proportionality and Fairness.

Within this scenario, the guidelines for the various remuneration systems were defined with the aim of strengthening the sustainability of the results (in terms of consistency of remuneration treatments with the need of maintaining the economic-financial balance of the Company over time) and confirming the sound and prudent management of risks, enhancing the conduct put in place by the Management, however eliminating unforeseeable external factors that do not fall within the sphere of the Managers' domain.

Variable remuneration systems

As in previous years, the framework of the short- and long-term variable remuneration systems, founding elements of the contractual structures of

the Management, was confirmed, geared at guaranteeing performance sustainability, considering both individual and Group trends.

The 2022 STI System includes not only economic-financial indicators and corporate goals, which are consistent with the "market guidance 2022", but also, as in the previous year, Department and Individual objectives in order to focus the efforts of Management on achieving targets that, as a whole, represent the entire life cycle of the Group, cover the whole business and its daily activities, going beyond the responsibilities connected with the role and enhancing the performance of the individual in the interest of the Group and its sustainability.

The 2020-2022 LTI Plan, still ongoing, is in its last year of performance. During 2022 we will build the new long-term incentive tool that, through its indicators, will guarantee a further strengthening of the alignment between the interests of the Shareholders and those of the Management in order to achieve the strategic objectives that the Group will determine.

Dear Shareholders,

in wishing the two new members of the Committee, Barbara Marinali and Laura Zanetti, every success in their work, I would like to thank you, on behalf of the entire Committee, for the support you would like to give to the remuneration policy proposed in this Report.

Best regards,

Ferdinando Parente
Chairman of the Compensation and Nominating
Committee

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EXECUTIVE SUMMARY

2022 R **POLICY**

Webuild's 2022 Remuneration Policy is substantially in line with the policy approved in 2021. This confirms the basic architecture of the entire remuneration structure and the main characteristics of the variable remuneration systems, in line with the corporate governance model adopted by Company and with the recommendations of the Code of Corporate Governance as well as with the latest regulatory developments and best practices.

Among the most significant aspects, with regard to the remuneration tools adopted, it should be remembered that 2022 will see the completion of the performance cycle of the 2020-2022 Performance Shares Plan. The adoption of a new LTI plan will thus be assessed, which, consistently with the strategic guidelines of the Business Plan, will be applied starting from 2023. The future long-term incentive plan itself, as well as the entire remuneration structure of the Group, will always be consistent with the principles of the Code of Corporate Governance and aligned with best practices.

The Report provides with clarity and in a usable manner all the necessary remuneration-related and regulatory information in accordance with the indications of the Shareholder Rights Directive II¹.

The transparency in the presentation of contents takes into consideration the results of the previous shareholders' meeting votes, the feedback already collected on the Remuneration Report, as well as the responses already provided to all the requests for clarification received from Shareholders.

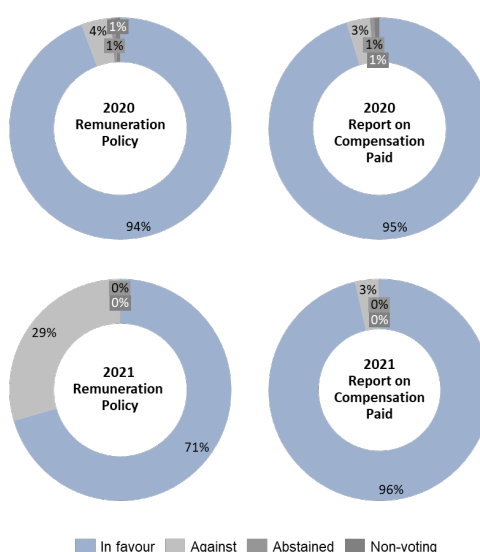
To this end, the Executive Summary section, in continuity with the most recent version of the Report, is aimed at:

- **clearly and transparently informing** stakeholders of the main elements and rationale of the Group Remuneration Policy;
- guaranteeing greater **accessibility** to relevant information through graphical simplifications;
- **directly presenting** key information, including the correlation between performance indicators, company results and the remuneration operation mechanisms.

The Shareholders' Meeting of 30 April 2021, in accordance with the provisions of current legislation, expressed a binding vote on the first section of the 2021 Remuneration Report and an advisory vote on the second section relating to the remuneration paid. The percentage of votes in favour relating to the first section was equal to 70.5% of the total voters; on the other hand, considering institutional investors only, the outcome of the vote relating to the first section was 65.8%, up by 24.2% compared to 2020. With reference to the second section of the Report, the percentage of votes in favour was 96.5% of the total voters, and 67% of institutional investors alone, the latter up by 13.8% compared to 2020.

Figure 1 shows the outcome of the shareholders' meeting votes in the last two years.

Figure 1 - Outcomes of votes of Shareholders' Meeting

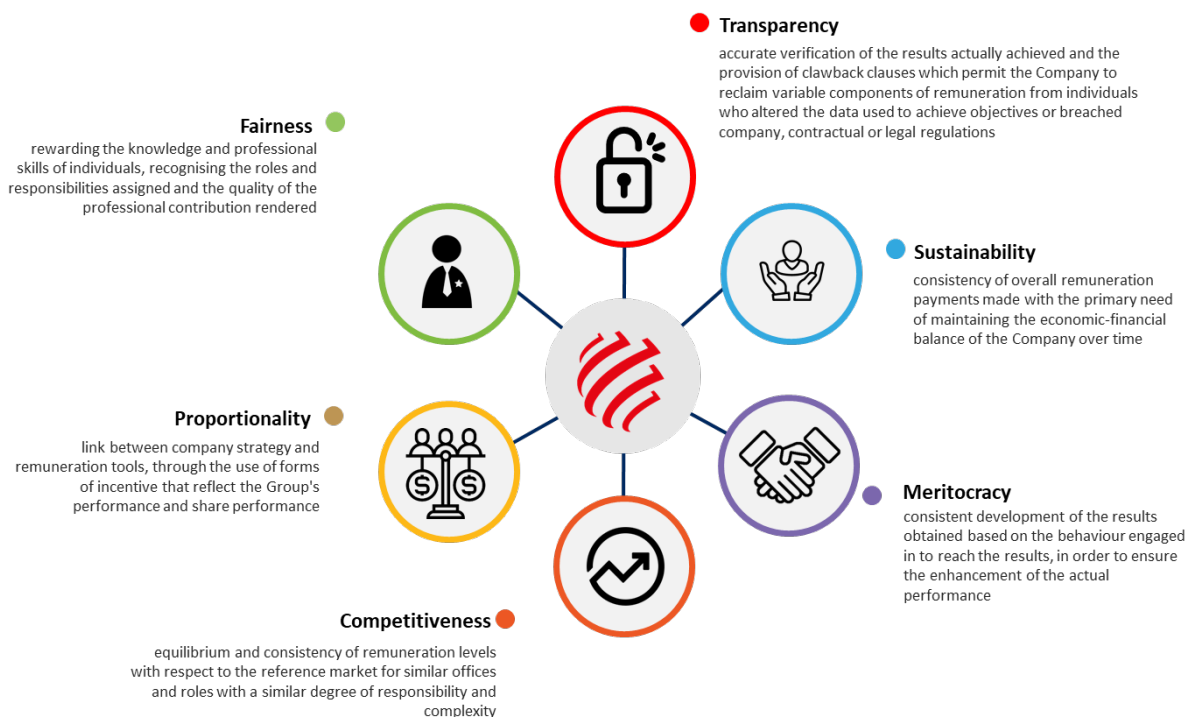


¹ Directive (EU) 2017/828 - Shareholder Rights Directive II (SHRD II)

THE PRINCIPLES OF OUR POLICY

Webuild's Remuneration Policy, approved by the Board of Directors on the proposal of the Compensation and Nominating Committee and presented to the Shareholders' Meeting for approval, is defined in line with corporate governance model adopted by the Company and the recommendations of the Code of Corporate Governance as well as the most recent regulatory developments on the subject, based on the following principles (Figure 2):

Figure 2 - Webuild's Remuneration Policy Principles



REGULATIONS AND REMUNERATION DISCLOSURE

Directive (EU) 2017/828 ("Shareholder Rights Directive II") on the encouragement of long-term shareholder engagement introduced, inter alia, rules aimed at improving 'disclosure' and greater procedural transparency with reference to the remuneration of the directors of listed companies.

This Report applies the new disclosure formats in observance of the national regulation in acknowledgement of the Shareholder Rights Directive II, i.e. art.123-ter of Legislative Decree no. 58/1998 (TUF) as recently amended by Italian Legislative Decree no. 49/2019 and Consob Resolution no. 21623 of 10 December 2020, which amended Consob's Issuers' Regulation.

'COMPLETION OF PROGETTO ITALIA'

The essential actions of Progetto Italia were completed in 2021. It proved to be a fundamental industrial lever for the development of the country and of the national construction sector. In fact, in August 2021, both the acquisition of Astaldi and that of Seli Overseas, a company specialized in underground excavations with a presence all over the world, were finalized. This marked a further step in the implementation of Progetto Italia - already started by Webuild starting from 2018 - and fundamental for Italy's infrastructural growth and for the execution of the works envisaged in the "*National Recovery and Resilience Plan*". Again in 2021, the Webuild Group created two new companies, Webuild Italia S.p.A. and Partecipazioni Italia S.p.A. to support all Italian projects even more closely. These transactions have thus created a major player in national infrastructure, as a synthesis of the goals pursued by Progetto Italia which, among its main objectives, sees the consolidation of the domestic construction sector so as to relaunch the infrastructure market.

Figure 3 - The objectives of Progetto Italia



In 2021, Webuild saw a record amount of new orders, benefiting from the significant plans of investment in sustainable infrastructure launched in the various countries the Group operates in. The total number of new orders acquired - and being finalized during the year - amounts specifically to approximately Euro 10.8 billion, of which over 95% in "key" and low-risk geographical areas, such as Italy, USA, Australia, France, Austria and Northern Countries.

For the purposes of the Report, it should be noted that the aforementioned initiatives of Progetto Italia also played an important role within the 2021 variable remuneration systems.

On 25 March 2022, the Board of Directors, following an investigation by the Strategic Committee, ascertained the completion of all the activity associated to the Progetto Italia. For this reason, the related objectives were not included in the 2022 variable incentive scheme.

LINK BETWEEN PERFORMANCE AND SUSTAINABILITY

Variable remuneration, both short and long-term (STI and LTI), makes provision for a direct and verifiable link between the performance targets set, the results achieved and the remuneration paid and reflects the sustainable results and the creation of value for Shareholders in the medium/long-term. In fact, the variable components of remuneration make provision for predetermined, measurable performance objectives and tied to the Company's strategic objectives over the medium/long-term, calculated primarily through economic-financial indicators, but also through qualitative and non-financial parameters. The approach adopted, in line with the best practices, requires the incentive systems to be correlated with a broad concept of performance, consistent with the Group's strategy and key objectives.



Objective

Building a sustainable future also through remuneration systems

The Group makes a concrete contribution to sustainable development predominantly through the construction of infrastructures that help attain the SDGs – Sustainable Development Goals of the United Nations and the fight against climate change, providing its customers with innovative solutions for sustainable mobility, the production of renewable hydroelectric energy, water management and the construction of green buildings. Therefore, in order to achieve the sustainable development goals, the Group defined a three-year 2021-2023 ESG (Environmental, Social and Corporate Governance) Plan, based on the following objectives:

1. *Planet*, accelerating the climate transition by developing innovative solutions for improving environmental sustainability of Group projects and activities;
2. *People*, representing the reference benchmark of the sector in terms of health and safety, development of skills, diversity and inclusion;
3. *Progress*, contributing to development of the sector, leveraging innovation, digitalisation and efficiency.

Full integration of ESG indicators in governance, reporting and engagement systems of stakeholders reinforces the strategy guaranteeing constant monitoring.

Consistently, a portion of the long-term incentive is tied to the achievement of an ESG objective for the entire Group Management. The ESG objective is measured in relation to internal indicators of improvement of the safety and inclusion indices on the entire production chain as well as reduction of greenhouse gas emissions.

During 2021, Webuild was, in compliance with its objectives mentioned above, formally recognized as a sustainability leader and included in the "MIB® ESG Index", the new ESG (Environmental, Social and Governance) sustainability index dedicated to Italian blue-chips, "launched" by Euronext in collaboration with Vigeo Eiris (Moody's ESG Solutions). Specifically, the index selects the 40 most important Italian listed companies based on their concrete commitment in terms of environmental, social and governance sustainability, combining the measurement of economic performance with the related ESG impacts, in line with the principles of United Nations Global Compact.

The recognition received confirms the value of the strategic choices made by Webuild, which has continued, over time, to invest in production processes focused on achieving sustainability objectives.

Furthermore, in 2021, the Performance Management system, initially "launched" on a part of the company population to further strengthen the link between performance and sustainability, was extended to the other Italian companies of the Group as well as to the top management roles engaged in the context of all Italian orders and projects. The new system allows more precisely, also through a cascading mechanism of the objectives assigned to the Top Management, objectives to be assigned to the Group's resources, also enhancing their leadership skills. In this way, the entities characterised by a constant performance over time who will join Webuild's talent pool will also be identified, by participating in specific professional and managerial growth courses, thus providing input to succession planning. The overall performance consequently forms the basis of the connection to the remuneration systems as a condition for access to fixed remuneration increases and as an evaluation factor for any attribution of variable remuneration tools in favour of company non-managerial staff.

THE REMUNERATION POLICY IN SHORT

FIXED REMUNERATION COMPONENT

The fixed component of remuneration values the skills and experience and compensates Management consistent with the characteristics of the role and the related responsibilities. The Company monitors the fixed remuneration with respect to the external market to ensure an adequate level of competitiveness and hence guarantee the objectives of *attraction* and *retention* of *qualified and competent managers*. It is determined, consistently with the Code of Corporate Governance, to the extent to ensure that the levels of remuneration are also adequate in the case in which the variable component should not be paid.



Objective

Remunerate the role based on the responsibilities held, ensuring attraction and retention

In particular, the fixed component of the Chief Executive Officer was determined also by considering that the Chief Executive Officer is the only Executive Director of the Company and that he/she does not receive further emoluments for the offices assumed within the Group (with particular regard, for example, to the positions of Chairman of Lane Industries Inc. and of Chairman and CEO of Webuild US Holdings).

Table 1 - Fixed remuneration components of the Chief Executive Officer, General Managers and KMP

Data in Euro (gross annual amounts)	Fixed Component
CEO	2,000,000 ²
Corporate and Finance General Manager	800,000 ³
Global Operations General Manager	601,808
Key Management Personnel	Defined on the basis of the role

PAY FOR PERFORMANCE AND PAY MIX

The Group's incentive systems are based on direct correlation between performances and incentives: based on the level of attainment of the objectives, a performance curve is defined to which a payout curve corresponds, which makes provision, in any case, for a maximum limit (cap).

The remuneration package of the Chief Executive Officer, the General Managers and Key Management Personnel is characterised by a significant portion connected with the achievement of objectives defined on an ex-ante basis, with 50% of the disbursement deferred over time (LTI) and paid in shares.

The balancing of the different components of remuneration is defined on the basis of the role covered; depending on the degree of overall achievement of the objectives, a proportional rebalancing of the pay mixes is defined, as illustrated below:



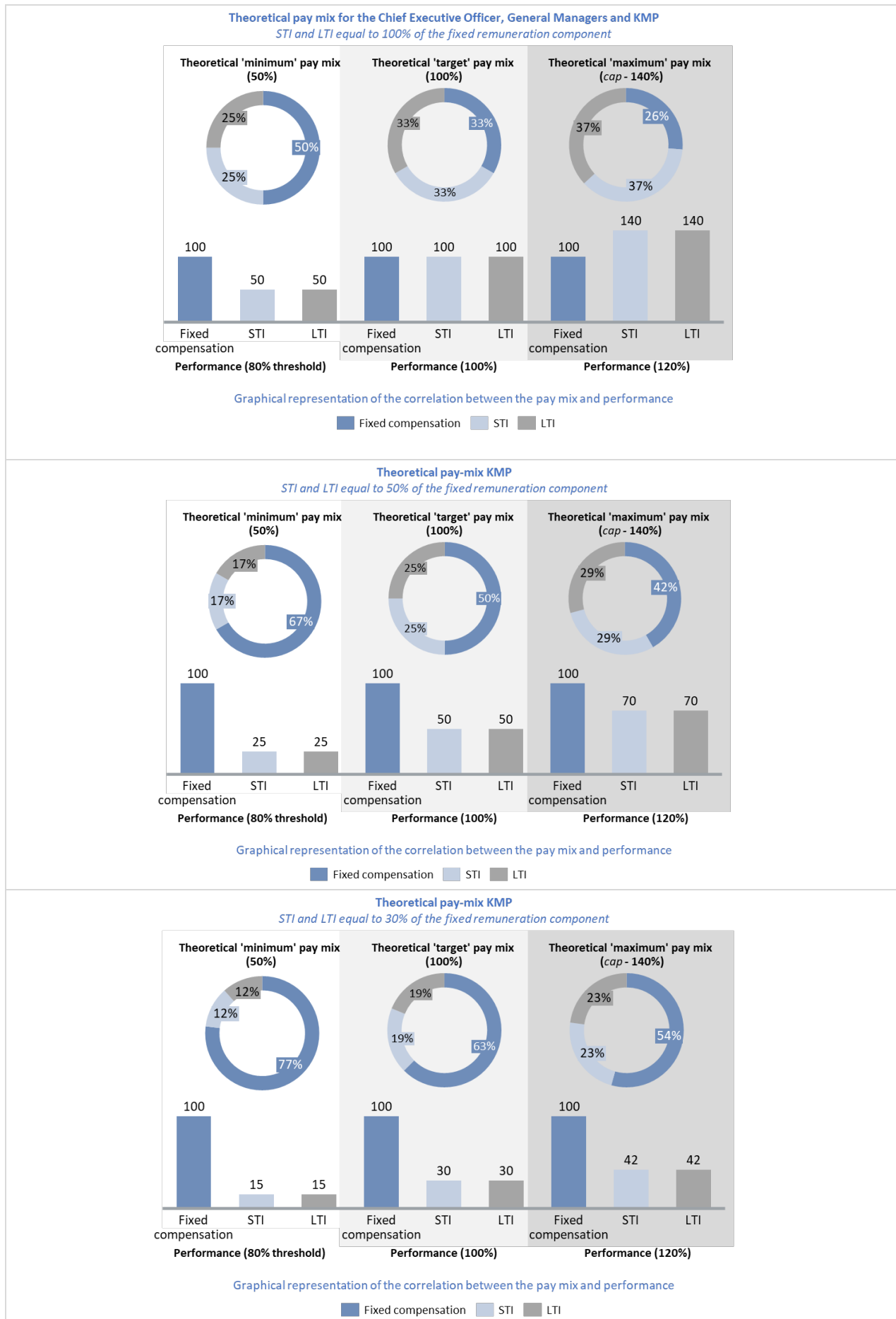
Objective

Connecting remuneration, performance and role

² Of which Euro 650,000 gross per year as fixed remuneration, due to the employment relationship and Euro 1,350,000 gross per year as fixed emolument pursuant to art. 2389 paragraph 2 of the Italian Civil Code for exercise of the power. These are augmented by a gross annual compensation of Euro 60,000 approved by the Shareholders' Meeting for the office of Board Director and Euro 25,000 gross per year for members of the Strategic Committee.

³ The Corporate & Finance General Manager as the Manager in Charge of Financial Reporting also receives Euro 50,000.00 gross per year.

Figure 4 – Composition of the remuneration pay mix for the Chief Executive Officer, General Managers and KMP



SHORT-TERM VARIABLE REMUNERATION (STI)

The short-term variable remuneration (STI) is directly correlated to the achievement of annual performance objectives.



Objective

Strengthen the link between remuneration and annual performance

STRUCTURE AND TOOLS

The STI Plan is a short-term incentive plan with an annual performance period aligned with the objectives of the Business Plan; the Plan requires incentives to be paid exclusively in monetary form (100%).

2022 PERFORMANCE TARGETS

Chief Executive Officer

- (i) annual Group results based on a set of predetermined and measurable metrics focussed on the Group's economic-financial and operating performance, defined in accordance with the Business Plan (Revenues, Net Financial Position, Book to Bill and EBITDA Margin).

General Managers and Key Management Personnel:

- (i) annual Group results based on a set of predetermined and measurable metrics focussed on the Group's economic-financial and operating performance, defined in accordance with the Business Plan (Revenues, Net Financial Position, Book to Bill and EBITDA Margin);
- (ii) Company objectives, defined in accordance with the Company's Business Plan;
- (iii) Department/Individual objectives, linked to specific quantitative parameters of Business, Risk and Sustainability.

Internal Audit & Compliance and Chief Financial Officer & Group Risk Officer:

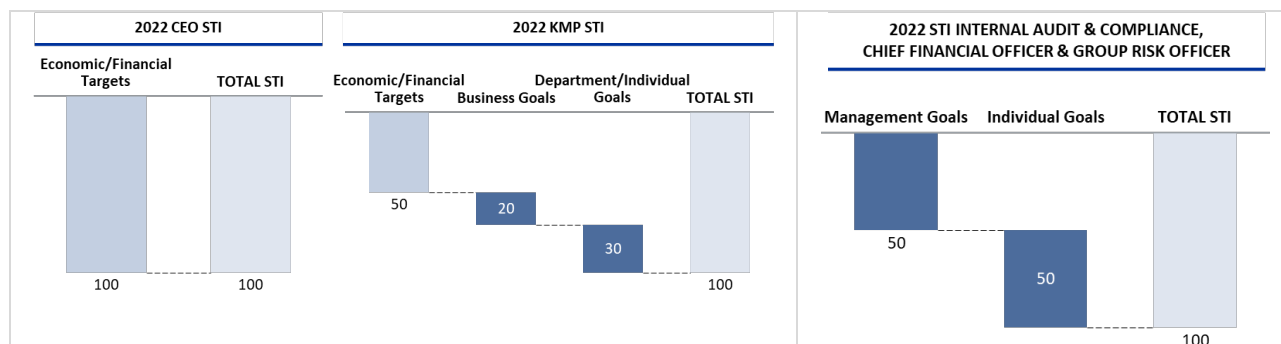
- (i) specific Department objectives defined in line with the role;
- (ii) results connected with the individual performance.

BONUS CAP – is provided for all beneficiaries and corresponds to 140% of the value of the target incentive.

DEFERMENT – no provision is made for deferment mechanisms.

MALUS AND CLAW-BACK – unprejudiced by any other right or remedy deriving from a legal and/or contractual provision, provision is made, within the prescribed terms established by the legal rules in force and irrespective of the termination of employment, for malus and claw-back clauses.

Figure 5 - Summary scheme of structure of 2022 STI



LONG-TERM VARIABLE REMUNERATION (LTI)

The 2020-2022 LTI Plan is targeted at

- (i) directing the actions of beneficiaries in line with the strategic factors of interest in the medium/long-term for the Group;
- (ii) promoting the stability and retention of the beneficiaries;
- (iii) aligning the remuneration of the beneficiaries with the creation of value over the long-term for shareholders and stakeholders;
- (iv) guaranteeing a generally competitive level of remuneration.

 **Objective**

Align interests with the creation of sustainable value of the Company in the medium/long-term to guarantee consistency between the annual and long-term performance and strengthen the retention tool

STRUCTURE AND TOOLS

The 2020-2022 LTI Plan has a three-year 2020-2022 performance period and is aligned to the duration and objectives of the Business Plan; the Plan requires incentives to be paid in the form of Performance Shares (50%) and in monetary form (50%).

PERFORMANCE TARGETS

The 2020-2022 LTI Plan is based on two types of independent indicators, measured with respect to the values in the Budget/Business Plan measured in the three-year performance period:

- (i) **Economic-financial indicators**
 - a. Gross Debt on EBITDA, with weight of 25%;
 - b. Total Shareholder Return (“TSR”), with weight of 25%;
 - c. Overheads on revenues, with weight of 30%;
- (ii) **risk and sustainability indicators**
 - a. Lost Time Injury Frequency Rate, with weight of 10%;
 - b. reduction in the intensity of greenhouse gas emissions, with weight of 10%.

The Internal Audit & Compliance and the Chief Financial Officer & Group Risk Officer are both recipients of the 2020-2022 LTI Plan, with targets, indexed scale of achievement of targets and a payout curve similar to that described for Beneficiaries of the 2020-2022 LTI Plan, excluding, because of the roles covered, economic/financial targets and with a specific breakdown of indicators related to risk and sustainability, each with a weight of 50% of the total LTI, thus in line with the assigned duties.

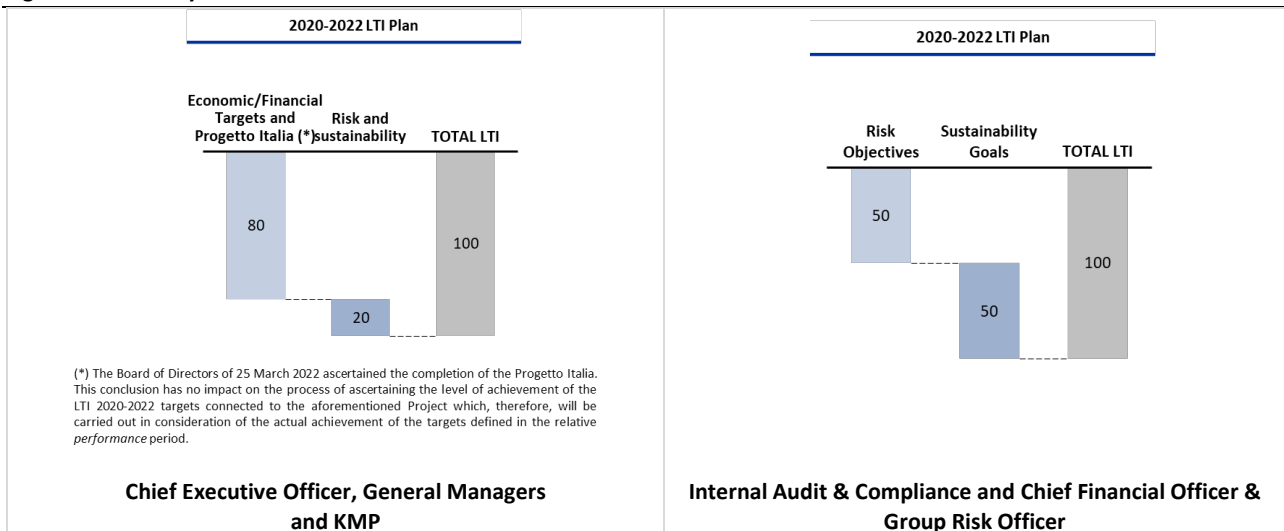
BONUS CAP – is provided for all beneficiaries and corresponds to 140% of the value of the target incentive.

PERFORMANCE PERIOD – 2020-2022 three-year

DEFERMENT – provision is made for a deferment to the year after the end of the performance period of 50% of the bonus amount accrued for both the component in Performance Shares and the portion in monetary form.

MALUS AND CLAW-BACK – unprejudiced by any other right or remedy deriving from a legal and/or contractual provision, provision is made, within the prescribed terms established by the legal rules in force and irrespective of the termination of employment, for malus and claw-back clauses.

Figure 6 - Summary scheme of structure of the 2020-2022 LTI Plan



SEVERANCE INDEMNITIES

The company's policy is described below in this regard.

CHIEF EXECUTIVE OFFICER

- (i) there are no specific payments for the termination of office and/or severance, nor are there agreements which involve compensation if the term of office ends prematurely or revocation of the office and/or mandate or in the case the mandate is not renewed;
- (ii) as regards the employment relationship, only the protection mechanisms set forth in the applicable CCNL (national collective labour agreement) are provided.

GENERAL MANAGERS AND KEY MANAGEMENT PERSONNEL

- (i) provision is made for the benefits established, respectively, in the legal regulations and/or the CCNL for managers and/or different applicable collective contractual regulations.

Upon termination of employment, the Company may grant individual General Managers, KMP incentive payments with the aim of supporting in the best possible way the achievement of company objectives, while minimizing current and future costs and risks, also arranging for possible ad hoc post-contractual agreements in addition to those provided for by law and/or by the CCNL to protect the interests of the Company (see non-competition agreements, non-reversal agreements, confidentiality and non-disparagement obligations, cooperation/collaboration obligations for the management of activities previously followed, etc.); these treatments are defined at the time of finalising a settlement agreement of mutual waiver of any claim, taking into account (i) the overall results of the Company, individual performance and considering more precisely (ii) the actual duration of the employment relationship, (iii) the fact that the subject has had a performance below reasonable expectations, (iv) the circumstance that the individual has assumed inadequate risks, (v) the fact that the subject has behaved and/or has had an attitude not aligned with corporate values, (vi) the personal and social impacts of the termination of the relationship, especially for subjects who are in particular age-related and/or personal situations, (vii) any other fact/circumstance/attitude/behaviour relating to individuals, the company and the social context that have an impact on the decision to reach the termination of the relationship, (viii) the reason underlying the decision to terminate the relationship (also with reference to the notions of just cause and justification according to the parameters in force from time to time) put in relation to the corporate interest in reaching a consensual termination of the employment relationship through the payment of an amount whose cost, calculated on the basis of adequate evidence (and possibly as indicated by competent third parties, such as the judicial arbitration authority), is not higher than the cost that would presumably be incurred in the event that the person was dismissed and went to court to protect his/her rights. In any case, the above criteria are, according to the peculiarity of each specific case, weighted and balanced with each other, always with a view to pursuing the best corporate interest.

POLICY AND REPORT

This Report (the 'Report' or the 'Remuneration Report') on the Policy for Remuneration and Compensation Paid was drafted in accordance with art. 123-ter of Italian Legislative Decree no. 58/1998 (TUF, Consolidated Finance Act), in compliance with art. 84-quater of the Issuers' Regulation and the Corporate Governance Code of Borsa Italiana S.p.A. as well as the provisions contained in CONSOB resolution no. 21624 of 10 December 2020 (Amendments to the regulation containing provisions on related party transactions and the regulation containing the implementing rules of Italian Legislative Decree no. 58 of 24 February 1998, governing markets, and subsequent amendments) regarding the transparency of the remuneration of Directors of listed companies. This Report also takes into account the 2021 Report ("*Ninth report on the implementation of the Code of Corporate Governance*") by the Corporate Governance Committee, with particular regard to the recommendations contained therein, and the letter of 3 December 2021 sent by the Chairwoman Lucia Calvosa to the Chairpersons of the Administration Bodies, Chief Executive Officers and the Chairpersons of the control bodies of Italian listed companies as well as the national and international best practices found in drafting this remuneration report, in order to make the content as clear and usable as possible.

The Report, approved by the Board of Directors on 5 April 2022, upon proposal of the Compensation and Nominating Committee (the "CNC"), consists of two sections.

Section I, subject to the binding vote of the Shareholders' Meeting pursuant to art. 123-ter, paragraph 3-ter of the TUF, illustrates the Webuild policy on remuneration: (a) of the members of the Board of Directors, divided into the Directors with specific duties (including Executive Directors) and non-executive Directors; (b) of the General Managers; (c) of Key Management Personnel (specifically, the "KMP" indicated in paragraph 4.6 below); (d) of the members of the Board of Statutory Auditors, without prejudice to the provisions of art. 2402 of the Italian Civil Code.

Section I also provides details on the procedures followed by the Company for the preparation, approval and implementation of the 2022 Remuneration Policy and the parties involved in the process.

The Remuneration Policy reported in the Report relates solely to 2022.

In **Section II**, subject instead to an annual advisory, non-binding vote of the Shareholders' Meeting pursuant to art. 123-ter, paragraph 6 of the Consolidated Finance Act (TUF), shows the individual items that make up the remuneration paid by the Company to the members of the Board of Directors and of the Board of Statutory Auditors, as well as to General Managers and, in aggregate form, to KMP, detailed for 2021, for any reason and in any form, including any benefits envisaged for redundancies and/or termination of the employment relations, with explanations of the consistency with the Remuneration Policy approved by the Company for the relevant financial year.

In addition, Section II shows the changes introduced by the acknowledgement of the new regulations, in particular regarding (i) the indication of the performance objectives reached in comparison with previous ones, (ii) comparison between the annual change in remuneration, the Company's results and the remuneration of employees as well as (iii) any applications of exceptions to the Remuneration Policy in exceptional circumstances and the application of variable compensation correction mechanisms.

Lastly, the Report shows:

- a) pursuant to paragraph 4 of art. 84-quater and Annex 3, Scheme 7-ter, of the Issuers' Regulation, the Tables containing data on the equity investments held by members of the Board of Directors and the Board of Statutory Auditors, as well as by General Managers and KMP in the Company or in companies controlled by the latter;
- b) the relationship between the compensation of company top management and the performances of the Company and, therefore, the comparison between the remuneration offer intended for KMP with respect to the remaining company personnel;
- c) a glossary with the main definitions.

The Remuneration Report is made available to the public, in accordance with the deadlines set by law, at the Company's Registered Office and on its website www.wbuildgroup.com, in the "*Governance/Remuneration*" and "*Governance/Shareholders' Meeting*" sections, so that it can be reviewed prior to the Shareholders' Meeting called to approve the 2021 Financial Statements.

With regard to the tasks and activities of the Compensation and Nominating Committee concerning nominations, see chapters 7.2. of the 2021 Report on the Corporate Governance and Ownership Structure (the "*2022 Governance Report*"), published on the Company's website www.wbuildgroup.com in the "*Governance/Governance System/Corporate Governance Report*" section.

SECTION I: POLICY FOR THE FINANCIAL YEAR 2022

The 2022 Remuneration Policy, based on best market practices and international benchmarks and in compliance with the fundamental principles of fairness, proportionality, competitiveness, meritocracy, sustainability and transparency, aims primarily to:

- a) pursue the Company's long-term sustainable success;
- b) attract, motivate and retain within the Group strategic personnel with the technical and professional skills required to efficiently pursue Webuild's targets, with regard not only to the current ones but also to the future size and complexity of a Company undergoing significant expansion and with ambitious goals;
- c) align the interests of Management with those of shareholders and stakeholders over the medium/long term, thereby promoting the Company's long-term sustainability.

Moreover, the Remuneration represents a fundamental tool to promote loyalty, strengthen and make the managerial team more cohesive with respect to business strategies, so that they are highly motivated to pursue the objectives and ready to accept new challenges and opportunities, in order to achieve a further improvement of the Company's competitive positioning (**Principle XV – Code of Corporate Governance**).

The Remuneration Policy must be defined and interpreted based on the unique phase that distinguishes the Company's business and the specific market in which it operates. In this scenario, Webuild is currently engaged in implementing a medium and long term business plan, which will not only develop the activities that the Group currently pursues through its organisation, but also improve the sector's solidity, its quality and efficiency, safeguarding its skills, its investment capacity, all through the creation of a global player that is as solid in the domestic market (in favour of the Italian system, also in terms of supporting GDP and protecting jobs) as it is competitive internationally.

The 2022 Remuneration Policy therefore reflects the desire, including in terms of alignment with market practices and the most recent regulatory changes, that Management, as a lever for success for the Company and its strategies, benefits from the creation of value for the Company, through the confirmation of incentive and retention mechanisms established specifically in accordance with the objectives of the 2020-2022 Business Plan and the aforementioned important system-wide objectives.

Thus, the remuneration structure is based on various components and consists of a remuneration package in which a fixed portion of the remuneration and a significant variable part coexist harmoniously. With these components, interrelated to each other, a remuneration offer was developed that is consistent with the complexity of roles and performance levels (corporate and individual).

The 2022 Remuneration Policy has been approved by the Board of Directors on 5 April 2022, upon proposal of the CNC, and shall be subject to the vote of the Shareholders' Meeting, pursuant to art. 123-ter, paragraphs 3-ter and 6 of the Consolidated Finance Act (TUF).

The following paragraphs show the process adopted by the Company to define and approve the 2022 Remuneration Policy, bodies and subjects involved, as well as its goals and key principles.

1. GOVERNANCE OF THE REMUNERATION PROCESS

Webuild's Remuneration Policy is the result of a transparent and structured process which, in line with the regulatory guidelines and recommendations of the Code of Corporate Governance, sees the active involvement of the corporate bodies and company functions listed hereunder: Shareholders' Meeting, Board of Directors, Board of Statutory Auditors, Compensation and Nominating Committee and Control, Risks and Sustainability Committee (**Principle XVI – Code of Corporate Governance**).

The Compensation and Nominating Committee, in exercising its functions, formulates proposals to the Board on the structure and contents of the Remuneration Policy, and monitors, together with the Board of Directors, the correct implementation of the Remuneration Policy, with the support of the competent company functions.

The Board of Directors, having examined and approved the Remuneration Policy, proposes it to the Company's Shareholders' Meeting, which issues a binding vote. Following the introduction of the provisions of the SHRDII, the Shareholders' Meeting was called to express a binding vote also on Section II, in relation to the compensation paid in the previous year.

For the purposes of the definition and continuous update of the Remuneration Policy, the market practices and remuneration levels, the legal and regulatory provisions and the guidelines issued by CONSOB, and the contents of the Code of Corporate Governance are analysed, monitored and evaluated.

The Board of Directors

The Company has adopted a governance model designed to guarantee transparency, consistency at Group level and adequate control in relation to the remuneration policy and its implementation (**Principle XVII – Code of Corporate Governance**).

With regard to remuneration, in fact, in addition to approving the Remuneration Policy and presenting it to the Shareholders' Meeting, the Board of Directors is also responsible for:

- a. distributing the total remuneration for the Directors determined by the Shareholders' Meeting, pursuant to art. 2389, paragraph 1 of the Italian Civil Code, unless the Shareholders' Meeting has already done so;
- b. determining the different components of remuneration due to the Chief Executive Officer and to the Directors vested with specific duties, and also, specifically, to the members of the various committees appointed under the scope of the Board of Directors, pursuant to Article 2389, paragraph 3 of the Italian Civil Code;
- c. establishing the Compensation and Nominating Committee within the Board, as well as defining their respective responsibilities, in compliance with the recommendations of the Code of Corporate Governance;⁴
- d. reviewing the incentive plans to be submitted to the Shareholders' Meeting for approval;
- e. defining a Remuneration Policy for Directors, General Managers and Key Management Personnel appointed at a given time, upon proposal of the CNC;
- f. determining the objectives and subsequent verification of attainment for the Internal Audit & Compliance Director and for the Chief Financial Officer & Group Risk Officer, on the proposal of the Control, Risks and Sustainability Committee;
- g. subject to a reasoned opinion of the CNC, assigning, modifying, or supplementing high-level safeguards to Directors and Senior Managers, upon the occurrence of certain events related to the possible early termination of the employment relationship with the Company (see art. 26 of the Bylaws).

For all information regarding the composition of the Board of Directors, please refer to the 2022 Governance Report. With regard to the professional profile of the Directors in office, please refer to the Company's website www.webuildgroup.com - section "Governance - Board of Directors and Committees".

The Board of Statutory Auditors

With regard to remuneration, the Board of Statutory Auditors, which regularly participates in the CNC meetings, formulates the opinions required by governing legislation with reference, in particular, to the remuneration of Directors vested with specific duties pursuant to art. 2389 of the Italian Civil Code, also verifying its consistency with the general policy adopted by the Company.

Control, Risks and Sustainability Committee

With regard to remuneration, the Control, Risks and Sustainability Committee examines the definition of the objectives, and the subsequent final balance, of the variable remuneration plans of the Internal Audit & Compliance Director and the Chief Financial Officer & Group Risk Officer, without prejudice to the prerogatives of the Compensation and Nominating Committee, which in turn carries out the investigation on the variable remuneration plans of the aforementioned subjects, both being Key Management Personnel.

The Compensation and Nominating Committee

The Board of Directors established the CNC and attributed powers to it regarding both remuneration and appointments, by identifying three independent and non-executive directors as members, in line with the recommendations of the Code of Corporate Governance, **Recommendation 26**, based on prior verification of the possession, by at least one member, of adequate skills and experience in financial matters and remuneration policies with regard to the changes in the ownership structures and the provisions of art. 26 of the Bylaws. The functions of Chairman of the Compensation and Nominating Committee are currently performed by the Director representing the minority shareholder.

Functions

In line with the provisions of the Code of Corporate Governance, the CNC carries out advisory and proposal-making activities for the Board of Directors. In particular, with regards to remuneration matters, the CNC, pursuant to **Recommendation 25** of the Corporate Governance Code and the provisions of its Regulation, aims to:

- a) supporting the Board of Directors in preparing the remuneration policy;

⁴ In this regard, note that the Company's Board of Directors resolved to assign to a single committee the functions of the Nominating Committee and those of the Compensation Committee, in order to ensure organisational efficiency for the shared performance of the functions deemed complementary, and in line with the provisions of Recommendation 16 of the Code of Corporate Governance.

- b) periodically assessing the adequacy, overall consistency and actual implementation of the Remuneration Policy for Directors, General Managers and Key Management Personnel, using the information provided by the Chief Executive Officer for this purpose; formulating related proposals to the Board of Directors;
- c) presenting proposals or expressing opinions to the Board of Directors on the remuneration of executive Directors and other Directors holding specific offices;
- d) presenting proposals or expressing opinions to the Board of Directors on the setting of performance targets related to the variable component of the remuneration of executive Directors and other Directors holding specific offices;
- e) monitoring the practical application of the remuneration policy and verifying, in particular, the actual attainment of the performance targets.

The CNC reports, reasonably to the first possible meeting of the Board of Directors – through the Chairman of the Committee – on the most relevant issues examined by the Committee during the meetings ([Recommendation 17](#) of the Code of Corporate Governance).

Operating procedures

The CNC has its own internal regulations.

Based on the provisions of the aforementioned regulations, the CNC meets with the frequency required to perform its mandate and, in any case, each time the Chairman deems it necessary, or when at least one member of the Committee or the Chairman of the Board of Statutory Auditors requests it. The Chairman of the Board of Statutory Auditors attends the CNC meetings. In addition, the Standing Auditors may also attend, in particular if the CNC discusses matters on which the Board of Directors will resolve after having received the mandatory opinion of the Board of Statutory Auditors.

Furthermore, the Chief Executive Officer, the Manager in Charge of Financial Reporting and other Directors and/or executives of the Company or external consultants may be invited to participate in the Committee meetings.

No Director takes part in the CNC Meetings during which proposals about his/her remuneration to the Board of Directors are formulated. ([Recommendation 26 of the Code of Corporate Governance](#)).

The CNC is understood to have legitimately met in the presence of the majority of its members, and the related decisions are adopted through the vote in favour of the majority of those present.

In performing its mandate, the CNC may access all information and company functions required to perform its tasks and may also receive support from consultants or other external professionals, including through Group structures, who are not in situations that would compromise the independence of their judgement, should this be necessary in carrying out the Committee's duties, under the conditions established by the Board of Directors.

Activities carried out in 2021

The following table provides details about the CNC meetings during 2021 and the participation of its members:

	% Participation
15 meetings in 2021 Average duration of meetings: 1 hour and 20 minutes	100%

The following activities, for aspects related solely to remuneration, have been carried out by the CNC during 2021:

aggregation of 2020 results linked to short-term variable incentive plans for the Chief Executive Officer, General Managers and KMP;

preliminary investigation regarding the definition of the objectives of the 2021 STI and 2020-2022 LTI of the Chief Executive Officer, the General Managers and the KMP;

definition of Guidelines for the 2021 Remuneration Policy, as well as the 2021 Remuneration Policy itself;

drafting of the Report on the Policy for Remuneration and Compensation Paid related to the financial year 2021 (Sections I and II) to be submitted to the approval of the Board of Directors in view of the subsequent presentation to the Annual Shareholders' Meeting;

preliminary investigation regarding the adjustment mechanism for the effects of COVID-19 on the economic-financial objectives of the 2021 STI and 2020-2022 LTI of the Chief Executive Officer, the General Managers and the KMP;

review, with the support of a legal advisor - after verifying that independence requirements were met - of the main regulatory changes to be taken into account in drafting the 2021 Remuneration Policy.

Preliminary investigation, with the support of an independent consultant in line with [Recommendation 25 of the Code of Corporate Governance](#), regarding the provision of occasional and non-recurring bonuses, pursuant to art. 3.3. of the Report on the Remuneration Policy and on the remuneration paid.

Activities carried out in 2022

The following table provides details about the CNC meetings held during 2022, up to the date of this Report, and the participation of its members:

	% Participation
5 meetings in 2022	
Average duration of meetings: 2 hours and 10 minutes	100%

The following activities, for aspects related solely to remuneration, have been carried out by the CNC during 2022:

aggregation of 2021 STI results for the Chief Executive Officer, General Managers and the KMP;

preliminary investigation regarding the definition of the objectives of the 2022 STI of the Chief Executive Officer, the General Managers and the KMP;

definition of Guidelines for the 2022 Remuneration Policy, as well as the 2022 Remuneration Policy itself;

drafting of the *Report on the Policy for Remuneration and Compensation Paid related to the financial year 2022* (Sections I and II) to be submitted to the approval of the Board of Directors in view of the subsequent presentation to the Annual Shareholders' Meeting.

Further information relating to the composition, operating rules and activities conducted by the CNC, especially with regard to the activities performed on nominations, is available in the 2021 Governance Report.

The process of approval of the Remuneration Policy

The definition of the 2022 Remuneration Policy – contained in Section I of this Report – is the result of a process, structured in compliance with regulatory provisions and the recommendations of the Code of Corporate Governance, in which the CNC, the Board of Statutory Auditors, the Chief Executive Officer (as regards the remuneration of Key Management Personnel) and Board of Directors of the Company play a key role. This Policy is adopted and approved by the Board of Directors on an annual basis, upon proposal of the CNC – which in turn involves the Control, Risks and Sustainability Committee, and the Chief Executive Officer, for aspects under its jurisdiction, as mentioned above – and subsequently submitted to the vote of the Shareholders' Meeting.

The Board of Statutory Auditors expresses its opinion on the Remuneration Policy, particularly with regard to the part concerning the remuneration of Directors vested with specific duties.

The Board of Statutory Auditors monitors the actual implementation of the corporate governance rules laid down in the Corporate Governance Code, including the resolutions on compensation and other benefits.

The CNC, the Board of Statutory Auditors and the Board of Directors oversee the implementation of the Remuneration Policy.

During 2022, the CNC met 5 times up to the date of the approval of this Remuneration Report. Specifically, the CNC defined the structure and contents of the 2022 Remuneration Policy, for the purpose of preparing this Remuneration Report, in compliance with the latest recommendations of the Code of Corporate Governance, in the meetings held on 17 February, 9 and 24 March 2022.

The CNC, while preparing this Report, particularly took into account:

- the resolution of the Shareholders' Meeting held on 30 April 2021, concerning the remuneration of the Chairman of the Board of Directors and the Directors;
- the resolutions of the Board of Directors of 13 May 2021 concerning the remuneration of the Directors vested with specific duties and members of Board committees;
- the resolutions of the Board of Directors of 25 March 2021 with regard to the identification of the KMP;
- the resolution of the Board of Directors meeting of 25 March 2022, which, based on figures for the Financial Statements at 31 December 2021, ascertained and approved the level of achievement by the Chief Executive Officer, General Managers and KMP, of the 2021 STI targets;
- the guidelines of the proxy advisors and main institutional investors;
- the activities carried out by the independent advisors involved.

The above activities, together with those related to nominations (as described in the Governance Report for 2021, to which reference should be made), were carried out following an assessment of the applicable regulatory framework and of the Code of Corporate Governance recommendations, also taking into account the practices and recommendations contained in the 2021 Report on the Evolution of Corporate Governance of Listed Companies *IX Report on the implementation of the Code of Corporate Governance*, issued by the Corporate Governance Committee.

The 2022 Guidelines and Remuneration Policy were approved by the Board of Directors, at the proposal of the CNC, in the meeting held on 5 April 2022. The Remuneration Report was therefore approved on the same date.

The implementation of the remuneration policies defined in line with the guidelines of the Board of Directors, was entrusted to the bodies especially designated for the purpose, with the support of the competent corporate departments.

2. GENERAL PURPOSES AND PRINCIPLES OF THE 2022 REMUNERATION POLICY

2.1 Purposes of the 2022 Remuneration Policy

The Remuneration Policy is aimed at attracting and motivating qualified professional resources for pursuing Company and Group goals, as well as incentivising retention of these resources and, therefore, the stability of their professional relationship with the Company (**Principle XV – Code of Corporate Governance**).

With a view to sustainable value creation for the Company, the 2022 Remuneration Policy also has the objective of aligning management interests as much as possible with medium/long-term interests of shareholders and stakeholders, through a performance assessment process that takes place not only on a yearly basis, but also over a longer time frame and which considers the economic-financial, qualitative and sustainability results.

Specifically, the 2022 Remuneration Policy, in keeping with the remuneration plans approved in 2021 for Directors, General Managers and KMP, responds to the need for considering, apart from the sector's unique aspects and complexity, also new and important development and integration challenges arising from the Group's expansion on the market, and activities whose oversight requires the ability to manage complex integrated business processes aimed at developing large infrastructure works that require highly specialised know-how within a scenario of marked geographical and social-cultural differences.

In this scenario, the Company considers, when regulating the remuneration of the Top Management who contribute significantly to the company performances, the remuneration policies to be an important tool to support the implementation of the corporate strategy, the pursuit of long-term interests and its sustainability over time.

The alignment of remuneration payments with market practices and trends is equally important for offices and roles of comparable levels in terms of responsibility and complexity, as identified through surveys and benchmarks drawn up on the basis of a panel of companies qualifying as peers or comparables of the Company, which is regularly updated ([Recommendation 25 of the Code of Corporate Governance](#)).

2.2. Remuneration Policy principles

Webuild's Remuneration Policy is defined on the basis of the principles of fairness, proportionality, competitiveness, meritocracy, sustainability and transparency, as also illustrated in the introduction to this Policy, and also acknowledges the recent changes introduced by the European legislation on shareholders' rights as well as most recent amendments introduced by the new Italian legislation on the matter.

More specifically, the principles forming the basis of the Remuneration Policy are:

- a) *fairness*, in terms of rewarding the knowledge and professional skills of individuals as well as recognising the roles and responsibilities assigned, the results achieved, and the quality of the professional contribution rendered;
- b) *proportionality*, in terms of consistency and correspondence of the remuneration with the role performed, the complexity of the tasks assigned and the related responsibilities, as well as the skills and abilities demonstrated, without prejudice to compliance with national collective agreements in force, where applicable. Specifically, as regards:
 - the Chief Executive Officer, General Managers and Key Management Personnel appointed at a given time, whose remuneration structure is appropriately balanced between (i) a fixed component, consistent with the powers and/or responsibilities assigned and (ii) a variable component defined within the maximum limits and aimed at linking remuneration to actual performance, with greater weighting given to the long-term variable component, in line with the long-term cycles of the Company's business;
 - Non-Executive Directors, for whom remuneration is commensurate with the efforts required of them in relation to their participation in the Board committees that they are members of, with appropriate differentiation between the remuneration envisaged for the Chairperson, considering his/her role of coordinator and liaison with corporate bodies and departments;
- c) *competitiveness*, in terms of essential balance of the remuneration levels in relation to those of the reference market for similar positions and roles with a similar level of responsibility and complexity, as verified through a benchmark analysis conducted and periodically reviewed using a panel of large-cap Italian and European listed companies qualifying as peers or comparables in terms of business sector and industrial complexity and in terms of peers or comparables;
- d) *meritocracy*, in terms of consistent valuation of results obtained based on actions put in place for their achievement, (which must be oriented towards constant compliance with existing regulations and procedures), with performance targets defined based on the assumptions and general conditions known at the moment of said definition and with the elimination of external and unforeseeable factors that do not fall under the manager's control when assessing and finalising performance targets, in order to guarantee comparability of results and the valuation of the actual company performance linked to managerial activity;
- e) *sustainability*, in terms of consistency of overall remuneration payments made with the primary need of maintaining the economic-financial balance of the Company over time;
- f) *transparency*, in terms of:
 - Recognition of the incentives linked to variable remuneration following a scrupulous process of verification of the results achieved, carried out also through the assistance of structures responsible for analysing and certifying the fairness and consistency of the data and methods used to calculate the above-mentioned incentives;
 - The provision of claw-back clauses which allow the Company to reclaim - or in the context of malus clauses, not to disburse - in whole or in part, variable components of remuneration that were awarded to individuals who, whether intentionally or through gross negligence, altered the data used to achieve objectives or carried out behaviours in breach of corporate, contractual or legal regulations.

2.3. Balance between the fixed component and the variable component of remuneration (i.e. pay mix), also with reference to sector practices

The balance between the fixed component and the variable component of remuneration, appropriate and consistent with the Company's strategic objectives and risk management policy, was determined in light of the characteristics of the business activity and its reference sector, considering that the variable remuneration component assumes a key role for the success of the Business Plan as a whole.

Consequently, wanting to correlate the interests of management with those of shareholders, the balance is characterised by the high relevance of objectives that constitute the "milestones" of the new organisational model, as well as the successful creation of the "global player" resulting from the finalization of the Progetto Italia, completed also following the gradual consolidation of targets in the infrastructure sector.

In this sense, the pay mix adopted for the Chief Executive Officer, the General Managers and some KMP is maintained, in the context of previous Remuneration Policies, which provided for 1/3 reserved for fixed remuneration, 1/3 reserved for the short-term component and 1/3 dedicated to the long-term component, making the key performance indicators connected to the Business Plan highly relevant, in terms of content, targets and consequent impact on the different forms of variable remuneration ([Recommendation 27a of the Code of Corporate Governance](#)).

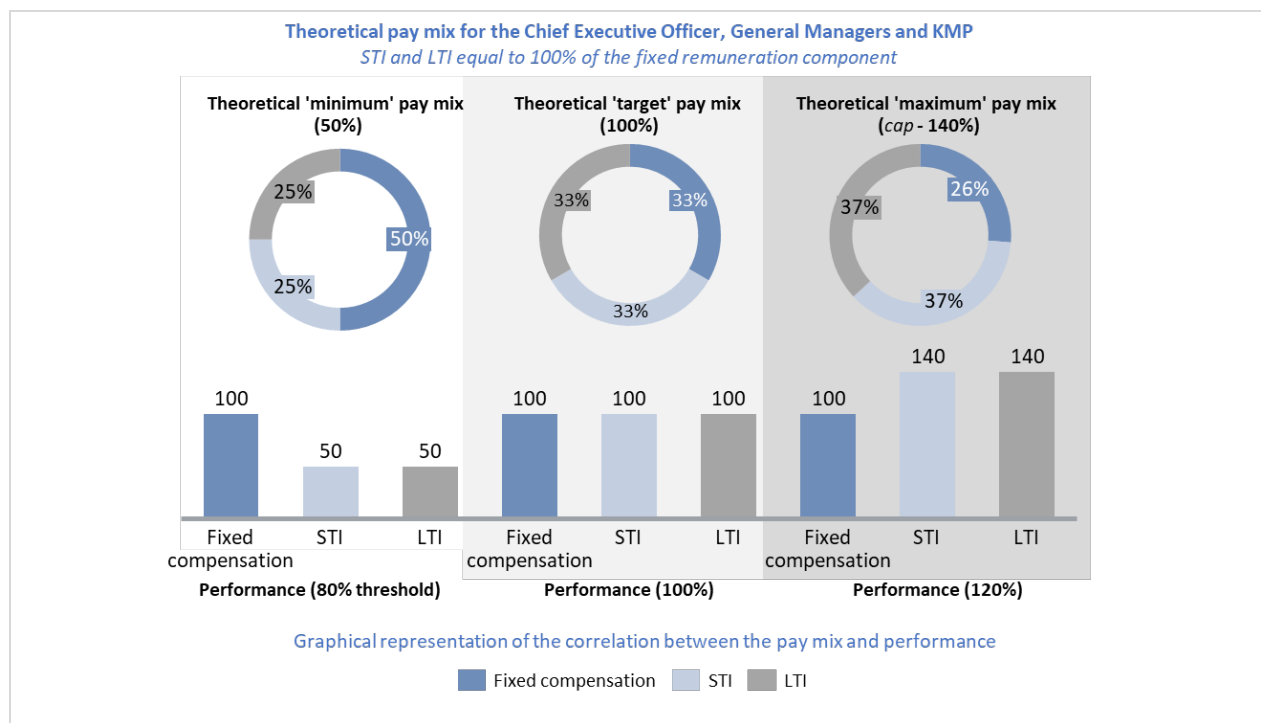
This compensation structure was confirmed following the updating of the benchmark analysis conducted on a panel of large-cap Italian and European listed companies qualifying as peers or comparables in terms of business sector and industrial complexity.

The pay mix is defined in accordance with the position assigned, making provision for an increasing weight on variable remuneration for the roles that can most directly affect the corporate results. The short-term and long-term variable components have the same percentage weight in the remuneration package.

Therefore, for KMP, in line with the role held, the pay mix sets forth that the component of annual variable remuneration may correspond to 30%, 50% or 100% of the fixed component, and the component of long-term variable remuneration also has the same incidence.

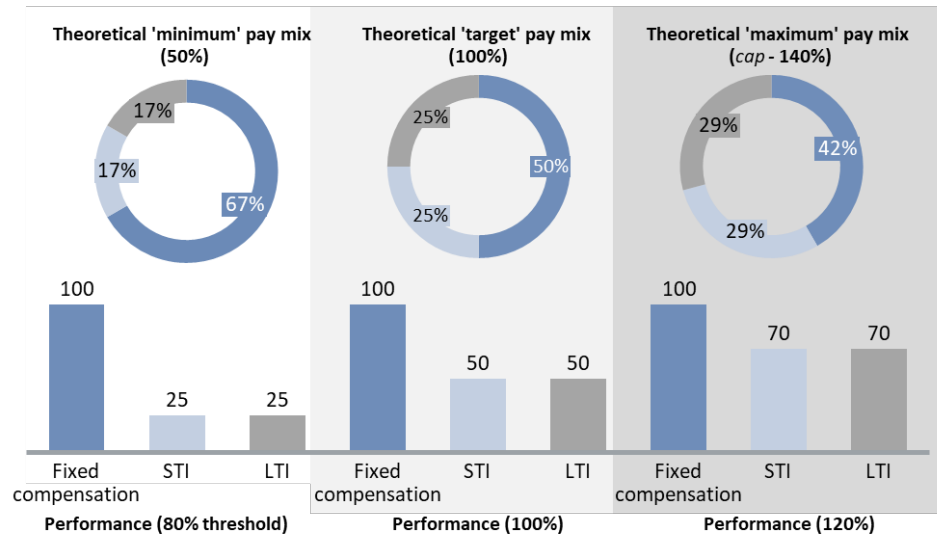
In implementation of the aforementioned criteria, the total compensation of the Chief Executive Officer, the General Managers and the KMP was determined according to the theoretical pay mix, illustrated in Figure 7.

Figure 7 - Remuneration Pay mix



Theoretical pay-mix KMP

STI and LTI equal to 50% of the fixed remuneration component

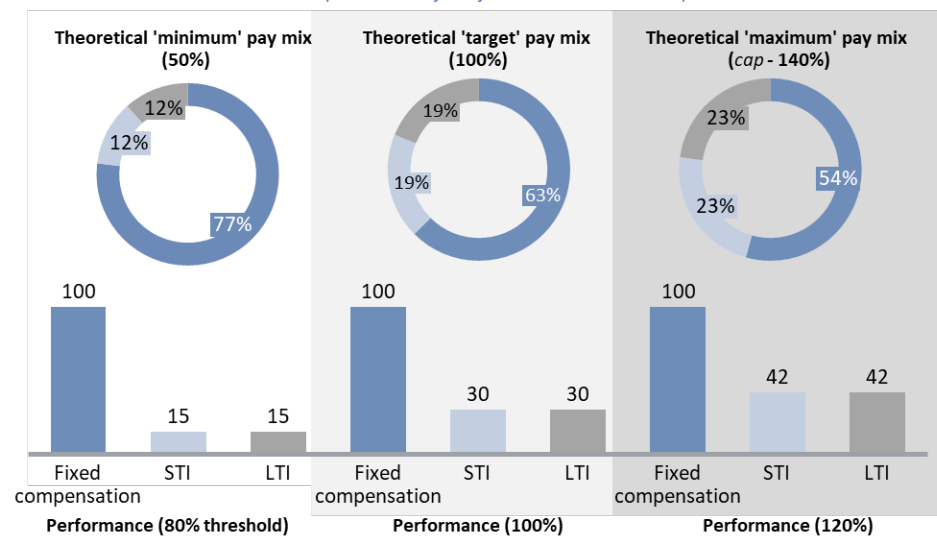


Graphical representation of the correlation between the pay mix and performance

■ Fixed compensation ■ STI ■ LTI

Theoretical pay-mix KMP

STI and LTI equal to 30% of the fixed remuneration component



Graphical representation of the correlation between the pay mix and performance

■ Fixed compensation ■ STI ■ LTI

3. THE COMPONENTS OF THE 2022

3.1. Fixed remuneration component

The fixed component of remuneration values the skills and experience and compensates management consistent with the characteristics of the role and the related responsibilities.

In order to ensure competitive and fair fixed remuneration, the Company also takes into account, with the support of a qualified external consultant, market trends, practices and remuneration levels, using companies in sectors comparable in size and business activities as benchmarks.

In line with the recommendations of the Code of Corporate Governance, the fixed component is determined to an extent that adequately rewards the performance, even when the variable component is not awarded due to failure to meet the relevant targets.

The fixed component is established:

- a) for Directors (and, possibly, for the Chairperson and Deputy Chairperson, the latter if appointed) by the Shareholders' Meeting convened to appoint the Board of Directors;
- b) for Directors vested with specific duties (and possibly also the Chairperson and Deputy Chairperson, if the Shareholders' Meeting has not done so), with a resolution of the Board of Directors, upon proposal of the CNC and with positive opinion of the Board of Statutory Auditors, upon appointment or subsequently, as an overall yearly amount;
- c) for General Managers and Key Management Personnel, upon hiring, subject to any reviews, on the proposal of the Chief Executive Officer, based on performance, change of office with a with new responsibilities, as well as on the basis of relevant retribution market trends or other possible factors, all of the above in line and in compliance with Remuneration Policy guidelines;
- d) for the Board of Statutory Auditors, by the Shareholders' Meeting.

The fixed remuneration for the Chief Executive Officer, General Managers and Key Management Personnel is determined, as mentioned above, by using that of other similar offices in the panels of peer and comparable companies as a reference, also taking into account (i) professional characteristics and specialization, (ii) role performed and relevant responsibilities (iii), performance, as well as (iv) availability on the market of similar candidates and business risk in the event of termination of the employment relationship, as well as (v) size and management complexity of the Company.

With regard to Non-Executive Directors vested with specific duties, in keeping with Code of Corporate Governance recommendations, the related compensation is not linked to the Company's financial results and is commensurate with the commitment required in relation to participation in Board committees, and *also taking into account (i) the responsibilities of each collegial body, in compliance with the specific relevant applicable rules; (ii) the required skills and/or professional qualifications of each member, including in compliance with professional requirements provided by the afore-mentioned applicable rules; (iii) to the expected duration and frequency of committee meetings, which can be assumed based on their assigned duties*, with different compensation for the Chairperson and the members of each committee, taking into consideration their role in coordinating proceedings and liaising with corporate bodies and departments.

Similarly, as regards the members of the Board of Statutory Auditors, the amount of the related compensation must be adequate for the skills, professionalism and commitment required by the appointment, as appropriately assessed also by the Board of Directors which can, for this purpose, formulate the relative compensation/adjustment disbursement proposals for the Shareholders' Meeting.

For purposes of determining the remuneration to be paid to Non-Executive Directors and to the members of the Board of Statutory Auditors, the Board of Directors and the CNC may reference, as an assessment tool, common remuneration practices, including abroad, in the relevant sectors and for companies of similar size.

Directors, General Managers, Key Management Personnel appointed at a given time and Statutory Auditors are also entitled to reimbursement for out-of-pocket expenses linked to the role performed.

Note that the current Group policies require that employees repay, where approved, fees and/or compensation paid for organic activities carried out on the Group's mandate. This is because the individual remuneration benefits are already considered as compensation for the aforementioned benefits.

3.2. Variable components of remuneration payments

The variable component of remuneration has the aim of creating a direct link between compensation and performance using the Management by Objectives tool or long-term incentive schemes.

The variable component of remuneration is divided into a short-term component and a long-term component in a perspective of sustainability of results and value creation for shareholders in the medium/long term.

The variable component of remuneration envisages maximum amounts with respect to disbursement ([Recommendation 27b of the Code of Corporate Governance](#)), as well as predetermined performance targets, measurable and linked to a long-term horizon ([Recommendation 27c of the Code of Corporate Governance](#)).

These are performance targets consistent with the Company's strategic objectives, mainly of a financial nature but also providing for non-financial qualitative and sustainability parameters.

Short-term variable components of remuneration

The purposes of the 2022 STI Plan

The annual variable incentive system (STI) aims to align the individual conduct with the organisation's annual strategic objectives by rewarding the beneficiaries for the results achieved in the short-term (1 year).

The STI is reviewed annually by the Compensation and Nominating Committee - and for matters within its competence, the Control, Risks and Sustainability Committee - which proposes to the Board of Directors the objectives for the Chief Executive Officer and the KMP, by identifying their metrics.

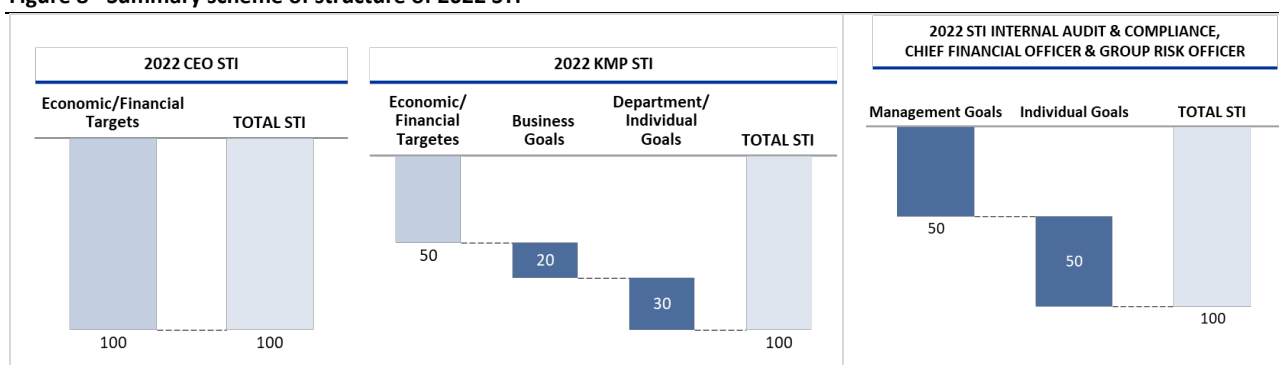
Targets and the performance scale of the 2022 STI Plan

Short-term variable remuneration of the Chief Executive Officer ("2022 CEO STI") is directly linked to the achievement of the Group's annual results indexed to a set of predetermined and measurable metrics, focused on the Group's financial and operating performance defined in accordance with the Business Plan.

With respect to General Managers and KMP (other than the Internal Audit & Compliance Director and the Chief Financial Officer & Group Risk Officer), the relative short-term incentive plans ("2022 KMP STI") follow a "cascading" results measurement approach ([Figure 8](#)), i.e. are indexed to the achievement of (i) the Group's annual results in line with the aforementioned KPIs; (ii) the company results, defined in line with the Company's Business Plan, and (iii) the Department/Individual results ([Recommendation 27c of the Code of Corporate Governance](#)).

With reference to the Internal Audit & Compliance Director and Chief Financial Officer & Group Risk Officer, in order to ensure and strengthen the position of independence and control they must assume, it is envisaged not only that the composition of the remuneration pay mix includes a higher percentage for the fixed component with respect to the variable component, but also that the related objectives are not linked to economic and financial targets. Thus, the relative short-term incentive plans also follow the "cascading" results measurement approach but indexed to the achievement of (i) results of the relevant specific Department/Business Unit and (ii) results linked to individual performance, following an investigation by the Control, Risks and Sustainability Committee.

Figure 8 - Summary scheme of structure of 2022 STI



The system in place - in line with the most recent best practices - appropriately balances individual performance incentives, on one hand, with sustainability, on the other.

The Department/Individual targets - both quantitative and qualitative - are predetermined, can be measured and differentiated based on the various skills and operational fields of the respective recipients, thereby allowing, on one side, to monitor multiple aspects of corporate and individual performances and, on the other, to identify the

contribution by each General Manager/KMP with regard to achieving general strategic targets pursued by the Company.

The determination of the objectives relating to the 2022 STI AD (i) of an economic-financial nature of the Group is carried out by the Board of Directors, after consulting the CNC.

With regard to the determination of the objectives relating to the 2022 KMP STI, the consequent activity is carried out (i) for the economic-financial ones, by the Chief Executive Officer, after consulting the CNC, (ii) for the Corporate and Department/ Individual ones, by the Chief Executive Officer, having heard the opinion of the CNC and the Control, Risks and Sustainability Committee, as regards the Internal Audit Director and the Chief Executive Officer & Group Risk Officer.

A minimum performance threshold is indicated for each parameter - below which no sum is awarded - positioned close to the target figure. On reaching this minimum threshold, a bonus will be paid that is lower than the target bonus, which only accrues when 100% of the targets are achieved.

At the end of each financial year, the verification regarding the extent to which the assigned targets were achieved for the purposes of disbursing the relative STI compensation is performed by the Board of Directors for the 2022 CEO STI, having received the opinion of the CNC.

On the other hand, with regard to the verification of the level of achievement of the targets, for the purposes of the 2022 KMP STI, (i) the assessment of the achievement of the economic-financial, Corporate and Department/Individual objectives, is carried out by the Chief Executive Officer, after consulting the CNC (and the Control, Risks and Sustainability Committee as regards the targets of the Internal Audit Director and the Chief Executive Officer & Group Risk Officer).

In the presence of exceptional circumstances, the Board of Directors, on the proposal of the CNC, and with the prior favourable opinion of the Committee for Related-Party Transactions and the Board of Statutory Auditors, as well as, for matters within its competence, the Control, Risks and Sustainability Committee, can make all changes and additions to the STI structure, independently and with no need for additional approvals from the Company's Shareholders' Meeting, deemed necessary or appropriate to adjust the functioning to the changed situation, at the same time, keeping the substantive and economic contents of the relevant regulation unchanged, as far as possible and within the limits permitted by the legislation in force from time to time.

Malus and claw-back clauses

With regard to short-term variable components of remuneration, claw-back clauses are envisaged, within the terms prescribed by governing regulations and regardless of whether the employment relationship is still in place, that allow the Company to ask for a partial or total return of variable components of remuneration (or not to pay these variable components, in the context of malus clauses) whose amount was determined based on data that was subsequently found to be manifestly incorrect due to the violation, by the beneficiary, of company regulations, contracts, or the law, or due to his/her wilful misconduct or gravely malicious behaviour aimed at altering data to measure the achievement of targets ([Recommendation 27e of the Code of Corporate Governance](#)).

No compensation is paid to individuals whose conduct breached company regulations (especially the Code of Ethics and the Organizational Model pursuant to Italian Legislative Decree no. 231/01 and the Anti-Corruption Model), or contractual clauses or the law or in the event of wilful misconduct or gravely malicious behaviour to damage the company.

However, these mechanisms are applied without prejudice to any other action permitted by the law to protect the Company's interests.

Mechanisms for deferring the payment of the short-term variable portion of remuneration over multiple years are not envisaged.

Long-term variable components of remuneration. The 2020-2022 LTI Plan

On 4 May 2020, the Shareholders' Meeting approved the 2020-2022 LTI Plan, with a three-year term effective from 1 January 2020 and ending on 31 December 2022.

2020-2022 LTI Plan objectives

This Plan, linked to the 2020-2022 performance period, is intended for managers whose roles are relevant for results ("Beneficiaries of the 2020-2022 LTI Plan"); the plan, in line with current legislation and international best practices, seeks, with transparency in procedures and content, to incentivise management by allowing it to benefit from creating value for the Company through long-term reward mechanisms.

Hence, the 2020-2022 LTI Plan therefore has the objective of (i) driving the actions of beneficiaries in line with factors of strategic interest in the medium/long term for the Group, (ii) promoting stability and retention of beneficiaries, (iii) aligning remuneration of beneficiaries to the creation of long-term value for shareholders and stakeholders and (iv) guaranteeing an overall competitive level of remuneration.

The targets and the performance scale of the 2020-2022 LTI Plan

From this perspective, the long-term variable component is linked to achieving certain results at Group level, consistently with those set out in the Business Plan; for this reason, the 2020-2022 LTI Plan is a closed plan that seeks to avoid a discrepancy between the time horizon of corporate strategies and the horizon of the incentive system.

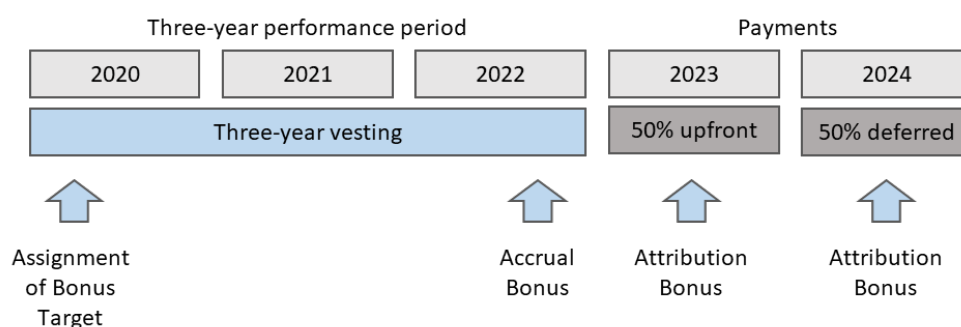
The reference targets are determined by the Board of Directors, having heard the opinion of the CNC and, to the extent of its competence, of the Control, Risks and Sustainability Committee (in relation to the Internal Audit Director and the Chief Executive Officer & Group Risk Officer).

Provided the reference targets are met, the 2020-2022 LTI Plan awards a bonus consisting of a monetary component, or 50%, and performance shares for the remaining 50%, in an effort to align with the relevant provisions which require the disbursement of a portion of variable remuneration in equity instruments, indexing it over a long-term horizon, as well as subjecting it to performance conditions, that is, to the sustainability of positive results over time.

The performance shares will be effectively assigned at the end of a three-year vesting period.

In particular, the method of payment of the long-term variable remuneration provides for a first tranche equal to 50% up front after the aforementioned vesting period and a second tranche, again equal to 50%, deferred to the second year following the three-year performance period (**Recommendation 27d, Recommendation 28 of the Code of Corporate Governance**). As stated above, the targets and KPIs of the 2020-2022 LTI Plan are aligned with the Business Plan to anchor the results to the level of achievement of the strategic objectives.

Figure 9 - 2020-2022 LTI performance period and deferment



In particular, consistently with **Recommendation 27c of the Code of Corporate Governance**, the 2020-2022 LTI Plan is based on two types of indicators, jointly the '2020-2022 LTI Plan Objectives', measured independently, with respect to the values in the budget/Business Plan, which are as follows:

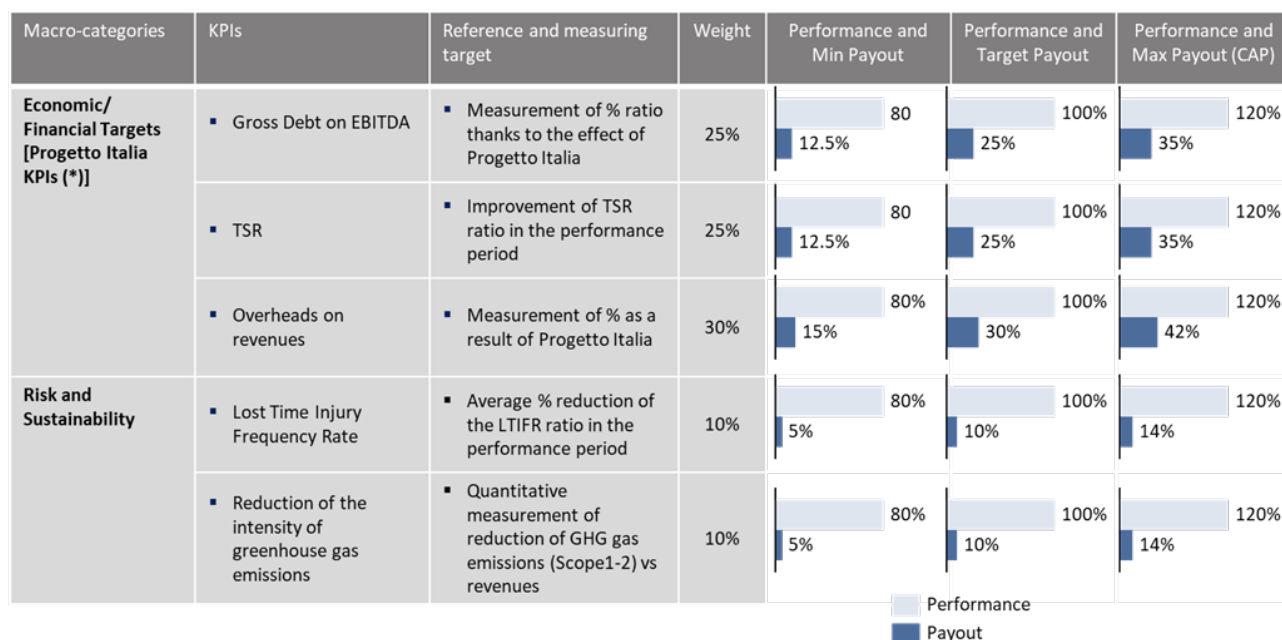
- economic-financial indicators defined as Gross Debt on EBITDA (with a weight of 25% and measurement of the % ratio as a result of the Progetto Italia effect), Total Shareholder Return (TSR) with a weight of 25% (improvement of the TSR index in the performance period) and Overheads on revenues, with a 30% weight and percentage measurement determined by the implementation status of the Progetto Italia⁵;
- indicators related to risk and sustainability, defined as Lost Time Injury Frequency Rate (with a weight of 10% and measurement of the average % reduction in the performance period of the LTIFR index) and reduction of

⁵ The Board of Directors of 25 March 2022 ascertained the completion of the Progetto Italia. This conclusion has no impact on the process of ascertaining the level of achievement of the LTI 2020-2022 targets connected to the aforementioned Project which, therefore, will be carried out in consideration of the actual achievement of the targets defined in the relative performance period.

the intensity of “greenhouse gas emissions” (with 10% weight and quantitative measurement of the reduction of GHG gas emissions - Scope 1-2 - as compared to revenues).

The Accrued Bonus will be determined based on the level of achievement of the 2020-2022 LTI Plan Objectives. Each Target that has been at least 80% achieved will then be multiplied by the relative weight in order to determine the amount of Accrued Bonus referable to this Target, as indicated in Figure 10 and Table 2:

Figure 10 - 2020-2022 LTI Plan - Performance Scale



(*) The Board of Directors of 25 March 2022 ascertained the completion of the Progetto Italia. This conclusion has no impact on the process of ascertaining the level of achievement of the LTI 2020-2022 targets connected to the aforementioned Project which, therefore, will be carried out in consideration of the actual achievement of the targets defined in the relative *performance* period.

Table 2 - 2020-2022 LTI: determination of the Bonus based on attainment of the objectives⁶

Achievement level	% Accrued Bonus, with respect to the Target Bonus
2020-2022 Gross Debt on EBITDA	
less than 80%	0%
equal to 80%	12.5%
equal to 100%	25%
equal to or greater than 120%	35%
between 80% and 100%	Linear interpolation of extreme values between 12.5% and 25%
between 100% and 120%	Linear interpolation of extreme values between 25% and 35%
TSR	
less than 80%	0%
equal to 80%	12.5%
equal to 100%	25%
equal to or greater than 120%	35%
between 80% and 100%	Linear interpolation of extreme values between 12.5% and 25%
between 100% and 120%	Linear interpolation of extreme values between 25% and 35%

⁶ For market sensitivity reasons, an accurate disclosure is not provided on the target levels set for each performance objective.

2020-2022 Overheads on revenue	
less than 80%	0%
equal to 80%	15%
equal to 100%	30%
equal to or greater than 120%	42%
between 80% and 100%	Linear interpolation of extreme values between 15% and 30%
between 100% and 120%	Linear interpolation of extreme values between 30% and 42%
LTIFR	
less than 80%	0%
equal to 80%	5%
equal to 100%	10%
equal to or greater than 120%	14%
between 80% and 100%	Linear interpolation of extreme values between 5% and 10%
between 100% and 120%	Linear interpolation of extreme values between 10% and 14%
Reduction of the intensity of 'greenhouse gas emissions'	% Accrued Bonus, with respect to the Target Bonus
less than 80%	0%
equal to 80%	5%
equal to 100%	10%
equal to or greater than 120%	14%
between 80% and 100%	Linear interpolation of extreme values between 5% and 10%
between 100% and 120%	Linear interpolation of extreme values between 10% and 14%

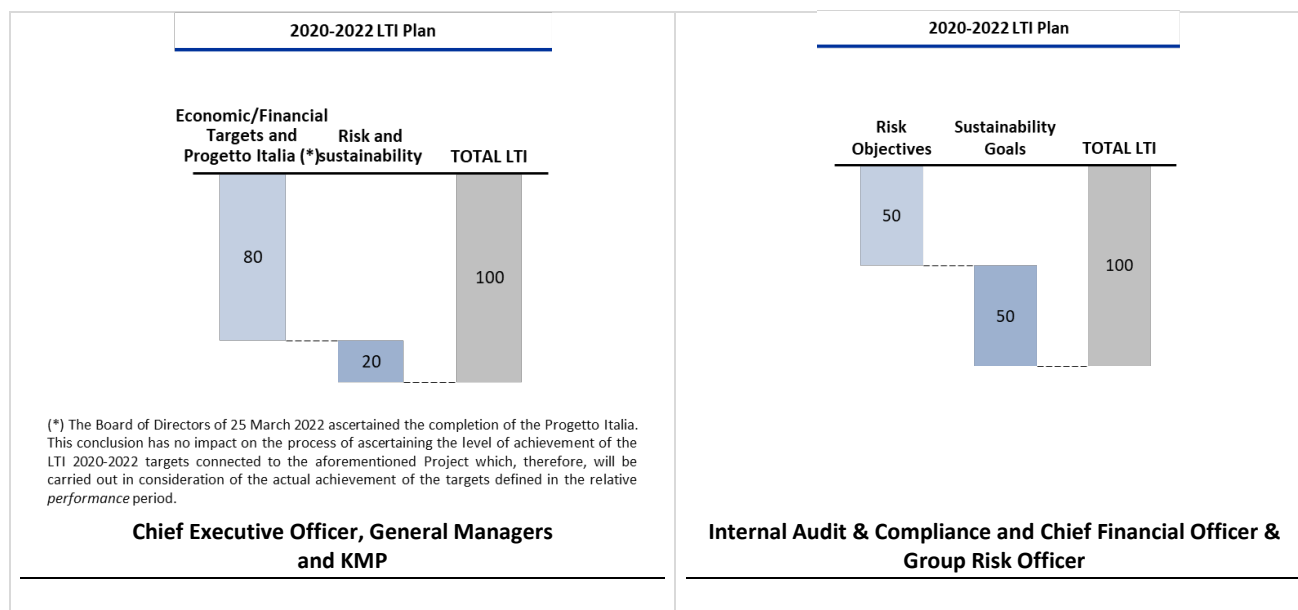
Consequently, if all objectives of the 2020-2022 LTI Plan have been achieved at the level of:

- (a) less than 80%, the Accrued Bonus will be zero;
- (b) equal to 80%, the Accrued Bonus will be 50% of the Target Bonus;
- (c) equal to 100%, the Accrued Bonus will be 100% of the Target Bonus;
- (d) equal to or greater than 120%, the Accrued Bonus will be 140% of the Target Bonus.

The 2020-2022 LTI Plan Objectives that have not been reached to at least an 80% level will not be taken into consideration for the calculation of the Accrued Bonus, which will be determined on the basis of the level of achievement of the other 2020-2022 LTI Plan Objectives that were reached for at least 80%, multiplied by the relative weight.

It should be noted that the Internal Audit & Compliance Director and the Chief Financial Officer & Group Risk Officer are both recipients of the 2020-2022 LTI Plan, with targets, indexed scale of achievement of targets and a payout curve similar to that described for Beneficiaries of the 2020-2022 LTI Plan, excluding, in light of their peculiar responsibilities, economic/financial targets and with a specific breakdown of indicators related to risk and sustainability, each with a weight of 50% of the total LTI, in line with the assigned duties.

Figure 11 - 12 - Summary scheme of structure of the 2020-2022 LTI Plan



The achievement of the 2020-2022 LTI Plan Objectives is ascertained by the Board of Directors, on proposal of the CNC and, for aspects under its competency, the Control, Risks and Sustainability Committee (with regard to the Internal Audit & Compliance Director and the Chief Financial Officer & Group Risk Officer), Strategic Committee, subject to verification that the minimum performance level has been attained.

The 2020-2022 LTI Plan may also be extended to those who, during the 2020-2022 three-year period, become part of the Group's Management and/or assume, for internal career growth, the position of General Manager and/or the status of Key Management Personnel. In this case, inclusion is subject to the condition of being able to participate in the Plan for at least one full year and the incentive percentages will be re-indexed to the number of months of effective participation in the 2020-2022 LTI Plan.

In the presence of exceptional circumstances, the Board of Directors, on the proposal of the CNC, and with the prior favourable opinion of the Committee for Related-Party Transactions and the Board of Statutory Auditors, as well as, for matters within its competence, the Control, Risks and Sustainability Committee (as regards the Internal Audit & Compliance Director and the Chief Financial Officer & Group Risk Officer), can make all changes and additions to the LTI structure, independently and with no need for additional approvals from the Company's Shareholders' Meeting, deemed necessary or appropriate to adjust the functioning to the changed situation, at the same time, keeping the substantive and economic contents of the relevant regulation unchanged, as far as possible and within the limits permitted by the legislation in force from time to time.

Malus and claw-back clauses

With regard to long-term variable components of remuneration, claw-back clauses are envisaged, within the terms established by current legislation and regardless of the termination of the employment relationship, that allow the Company to activate initiatives aimed at the partial or total return of variable components of remuneration (or not to pay them, even withholding, in the context of malus clauses, the components subject to deferment). The foregoing may be provided in the event that it is ascertained that such amounts were determined based on objectives whose achievement is attributable to wilful misconduct or gravely malicious behaviour or, in any case, due to the violation of reference regulations (corporate, legal, contractual), or were achieved based on data that is subsequently found to be manifestly erroneous (**Recommendation 27e of the Code of Corporate Governance**). The Company can also decide not to pay individuals whose conduct breached company regulations (especially the Code of Ethics and the Organisational Model pursuant to Italian Legislative Decree no. 231/01 and the Anti-Corruption Model), or contractual clauses or the law or whose wilful misconduct or seriously malicious behaviour may have damaged the Company.

However, these ex post mechanisms are applied without prejudice to any other action or remediation permitted by the law to protect the Company's interests.

For further information on the 2020-2022 Performance Share Plan, please refer to the Information Document published on the Company's website www.webuildgroup.com in the section "Governance – Shareholders' Meeting", as part of the documentation relating to the shareholders' meeting on 4 May 2020.

3.3. The Policy on non-monetary benefits and insurance coverage, or social security or pension payments other than statutory obligations

With the aim of offering overall remuneration that is as competitive as possible and in line with national and international best practices, the total pay of Directors, General Managers and KMP is supplemented by non-monetary benefits.

Directors receive insurance coverage for work-related and non-work-related accidents which result in death or permanent invalidity.

The Chief Executive Officer, General Managers and KMP, in line with the provisions of the Collective Agreement for Managers of Companies Producing Goods and Services (Managers' CCNL) applied by the Company, are guaranteed insurance cover in case of death or permanent invalidity that would reduce their working ability by more than 2/3 as a result of a work-related accident or illness.

In compliance with the industry best practices, the Company also has a "D&O" (i.e., Directors & Officers) insurance policy to cover any liability with regard to third parties (and the Company) for the non-culpable conduct of the aforementioned individuals.

The Chief Executive Officer, General Managers and KMP may also be assigned company cars for both personal and business use, as well as housing, in accordance with company policies applicable from time to time.

4. STRUCTURING OF COMPONENTS OF

4.1. Remuneration of the Chairman of the Board of Directors

Shareholders' Meeting remuneration for office

The Shareholders' Meeting held on 30 April 2021 approved a gross annual remuneration for the Chairman of the Board of Directors, in office until the approval of the financial statements as at 31 December 2023, of Euro 400,000.

Payment in the event of termination of office

There are no existing agreements which provide for compensation if the term of office ends prematurely.

Benefits

Insurance coverage and welfare payments are provided for the Chairman (for details, see Section II, Table 1 attached to this Report).

4.2. Remuneration of the Deputy Chairman of the Board of Directors

The Board of Directors held on 13 May 2021 approved the payment of a gross annual remuneration of Euro 100,000 to the Deputy Chairman for the statutory activities carried out. This amount is in addition to the fees received as Board Director and as member of Board committees.

4.3. Remuneration of Non-Executive Directors

Shareholders' Meeting remuneration for office

The Shareholders' Meeting held on 30 April 2021 approved a gross annual remuneration for each member of the Board of Directors, in office until the approval of the financial statements as at 31 December 2023, of Euro 60,000. This amount is suited to the expertise, professionalism and commitment required by the tasks assigned to them within the Board ([Recommendation 29 of the Code of Corporate Governance](#)).

Remuneration for participation in Board committees

The Board of Directors on 13 May 2021, with regard to the responsibilities of the different collegial bodies, in compliance with the specific applicable rules and skills and/or professional qualifications required of each member, also in application of the professional requirements provided by the afore-mentioned applicable law and the expected duration and frequency of committee meetings, assumed in consideration of their duties, upon proposal of the CNC and with the favourable opinion of the Board of Statutory Auditors, has resolved to pay the following compensation to the appointed members of internal committees, in line with the previous mandate:

Committee	Members	Annual gross compensation (Euro)		Annual gross total (Euro)
		Chairperson	Member	
Control, Risks and Sustainability	6	60,000	45,000	285,000
Compensation and Nominating	3	35,000	20,000	75,000
Related Party Transactions	4	15,000	10,000	45,000
Strategic ⁷	5	40,000	25,000	140,000

Payment in the event of termination of office

There are no specific termination benefits for Non-Executive Directors or agreements which make provision for compensation if the term of office ends prematurely.

Benefits

Insurance coverage and welfare payments are provided for Non-Executive Directors (for details, see Section II, Table 1 attached to this Report).

4.4. The remuneration of the Control Bodies of the Statutory Auditors

The Company's policy on the remuneration of the members of the control body was determined in accordance with the provisions of art. 2402 of the Italian Civil Code, by the Shareholders' Meeting of 4 May 2020, which set the annual compensation for the Chairman of the Board of Statutory Auditors at Euro 140,000 and the annual compensation for each Standing Auditor at Euro 80,000. For details of the elements of the remuneration of the statutory auditors, please refer to Section II.

4.5. Remuneration of the CEO

The Board of Directors' meeting on 30 April 2021 appointed Pietro Salini as Chief Executive Officer of the Company, thereby conferring upon him the powers of legal representation of the Company and the signatory powers with regard to third parties and for legal matters, as well as vesting him with the powers for the management of corporate operations, with the right to delegate the responsibility for the organisation and conduct of certain business units.

The Chief Executive Officer is currently the sole Executive Director of the Company. He is also a Manager of the Company, thus Pietro Salini is linked to the Company through a permanent contract for the independent and unique functions of Manager.

Fixed components of remuneration payments

The amount of Gross Annual Salary (GAS) due to the Chief Executive Officer with respect to the management employment contract with the Company and in light of the duties that are the subject of that contract, was determined as Euro 650,000.

The amount of fixed fee due, pursuant to art. 2389, paragraph 3 of the Italian Civil Code, to the Chief Executive Officer for the performance of his delegated duties is equal to the annual gross amount of Euro 1,350,000.

In light of the above, the fixed component of remuneration of the Chief Executive Officer resulting from the sum of the GAS and fixed fee pursuant to art. 2389, paragraph 3 of the Italian Civil Code for the Chief Executive Officer duties (jointly "CEO Fixed Component"), is equal to the annual gross amount of Euro 2,000,000.

The Chief Executive Officer does not receive any further emoluments for the positions held within the Group (with particular regard, to date, as Chairman of Lane Industries and as Chairman and CEO of Webuild US Holding).

In addition to the CEO Fixed Component, the annual gross amount of Euro 60,000 resolved by the Shareholders' Meeting of 30 April 2021 for the role of Director should be also be considered as additional fixed element of the remuneration.

At the date this Report was prepared, the Chief Executive Officer holds the position of member of the Strategic Committee, with the corresponding annual gross disbursement of Euro 25,000.

The CEO Fixed Component should be considered adequate as compensation for the performance of the CEO even if the variable component is not awarded due to failure to meet the relevant performance targets indicated by the Board of Directors.

⁷ This Committee expired on 25 March 2022, following the assessment of the completion of the Progetto Italia, carried out by the Board of Directors on the same date.

Short-term variable components of remuneration

The Chief Executive Officer, precisely in this capacity and as consideration for exercising his powers, is also entitled to receive a variable remuneration, again pursuant to art. 2389 of the Italian Civil Code, in terms of STI and LTI Plans.

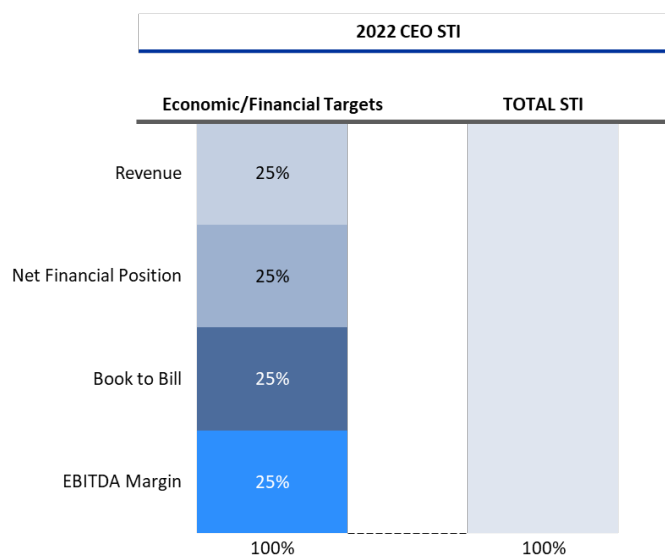
The 2022 STI for the CEO is recognised as a function of the achievement of the targets of the Group, as targets for *individual performance and for Department/Business Unit* envisaged for General Managers and KMP do not apply to the CEO.

The amount of the 2022 STI for the CEO was confirmed - taking as basis for the calculation the CEO Fixed Component - as Euro 2,000,000 gross upon achieving 100% of the targets. The payment and amount of the 2022 CEO STI are subject and indexed to reaching the fixed targets as described in Table 3 and Figure 13:

Table 3 - Structure of 2022 CEO STI⁸

Categories	Parameters	Weight
Economic and Financial	▪ Revenue	25%
	▪ Net Financial Position	25%
	▪ Book to Bill	25%
	▪ EBITDA Margin	25%

Figure 13 - Structure of 2022 CEO STI



The right to receive the 2022 CEO STI accrues based on the results achieved and assessed according to a performance scale with the range varying from a minimum of 80% (minimum performance) to a maximum of 120% (maximum performance), with the corresponding payout of a variable remuneration from 50% to 140% respectively of CEO Fixed Component, calculated by linear interpolation for pre-set intervals. Should performance in terms of the relevant targets be below 80%, no amount linked to that target shall be paid.

⁸ For market sensitivity reasons, an accurate disclosure is not provided on the target levels set for each performance objective.

Long-term variable components of remuneration: 2020-2022 LTI Plan

With respect to the long-term incentive plan, the Board of Directors identified the Chief Executive Officer as Beneficiary of the 2020-2022 LTI Plan as described in the paragraph 3.2 to which reference should be made.

The amount of the 2020-2022 LTI was set - taking as basis for the calculation the CEO Fixed Component - at Euro 6,000,000 upon achieving 100% of the targets. This amount stands at Euro 2,000,000 on an annual basis; in fact, note that this a "closed" plan, i.e. which makes provision for a single assignment at the start of the three-year performance period. The methods relating to any payment are subject to and based on attainment of the objectives set, as described in paragraph 3.2, to which reference should be made.

Payments envisaged in the event of termination of office and of employment

There are no specific payments for the termination of office of the Chief Executive Officer, nor are there agreements which involve compensation if the term of office ends prematurely or revocation of the office and/or mandate or in the case the mandate is not renewed.

Moreover, given that the Chief Executive Officer has an employment contract with the Company, he also benefits, with regard to this relationship, from the ordinary protection regulations envisaged in the Managers' CCNL in the event of resignation and/or termination of the employment relationship.

Benefits

Non-monetary benefits are paid to the Chief Executive Officer (for details, see Section II, Table 1).

4.6. The Policy relating to payments in case of termination of office or termination of employment

In the case of a possible anticipated termination of office or termination of employment initiated by the Company or by the individual *manager*, the provisions of the regulations in force as well as those of the Managers' CCNL shall apply.

Settlement agreements for the consensual termination of the employment relationship with the aforementioned parties, pursuant to art. 2113 of the Italian Civil Code and with waiver of any further claim against the Company and the Group, may be concluded, in accordance with legal regulations and the applicable collective contractual regulations, when a termination of the relationship is not related to the achievement of objectively inadequate results, in line with the reference benchmarks on the matter, while also pursuing post-contractual methods for protecting the Company's assets and interest. On the occasion of the termination of the employment relationship, the Company may, in particular, grant individual General Managers, KMP remuneration incentives to leave which cannot in any case exceed a maximum number of 36 months of global remuneration in fact pursuant to ex art. 2121 of the Italian Civil Code with the inclusion of the indemnity in lieu of the notice and at the same time payments of any ad hoc post-contractual agreements in addition to those provided for by the law and / or by the CCNL to protect the interests of the Company (see non-competition agreements, non-competition agreements reversal, confidentiality and non-discredit obligations, cooperation obligations, etc.). These treatments are defined when the settlement agreement is finalized, taking into consideration the overall results of the Company, the individual performances and the duration of the employment relationship. Specifically, the aforementioned possible redundancy incentives are aimed at supporting the achievement of company objectives in the best possible way the achievement of company objectives, while minimizing current and future costs and risks, taking into consideration (i) the overall results of the Company and individual performance and considering (ii) the actual duration of the employment relationship, (iii) the fact that the subject has had a performance below reasonable expectations, (iv) the circumstance that the individual has assumed inadequate risks, (v) the fact that the subject has behaved and/or has had an attitude not aligned with corporate values, (vi) the personal and social impacts of the termination of the employment relationship, especially for subjects who are in particular age-related and/or personal situations, (vii) any other fact/circumstance/attitude/behaviour relating to individuals, the company and the social context that have an impact on the decision to reach the termination of the relationship, (viii) the reason underlying the decision to terminate the relationship (also with reference to the notions of just cause and justification according to the parameters in force from time to time) put in relation to the corporate interest in reaching a consensual termination of the relationship through the payment of an amount whose cost, calculated on the basis of adequate evidence (and possibly as indicated by competent third parties, such as the judicial arbitration authority), is not higher than the cost that would presumably be incurred in the event that the person was dismissed and went to court to protect his/her rights. In any case, the above criteria are, according to the peculiarity of each specific case, weighted and balanced with each other, always with a view to pursuing the best corporate interest.

With respect to the effect of the termination of the employment relationship or the office of Director on the 2020-2022 LTI Plan before the end of the relevant Vesting Period, given that the right to receive the bonus is intrinsically and functionally linked to the continuation of the employment relationship of the Beneficiaries with the Company or its subsidiaries, unless the Board of Directors resolves in a more favourable way for the Beneficiaries, the following scenarios are possible:

- a) in the event of termination of the employment relationship and/or office during the *Vesting* Period as a result of one of the following scenarios ("*Bad Leaver*"):
 - voluntary resignation of the Beneficiary;
 - termination of the employment relationship initiated by the Company for just cause pursuant to art. 2119 of the Italian Civil Code;
 - revocation or non-renewal of the office of Director without just cause;
 - early termination of the freelance/sub-contracted work agreement for just cause;
 the Beneficiary will automatically lose the right to participate in the 2020-2022 LTI Plan, definitively and irrevocably;
- b) in all remaining cases of termination of the employment relationship and/or office during the Vesting Period as a result of a scenario other than those listed above ("*Good Leaver*"), the Beneficiary (or his/her heirs) will retain the right to a portion of the bonus determined on a pro-rata temporis basis;
- c) in the event of termination of the employment relationship and/or office due to ("*Leaver*"):
 - death;
 - total and permanent disability;
 - retirement;
 the Beneficiary (or his/her heirs) will in any case retain the right to participate in the 2020-2022 LTI Plan if the termination took place after the Vesting Period or, if it took place during the Vesting Period, will retain the right to the related portion determined on a pro-rata temporis basis.

With reference to the STI, the Beneficiary will lose the right to receive the related payment in the event the employment relationship is not in place at the time of its disbursement or if the beneficiary has been notified of the termination but is still working.

It is understood that (i) except in cases of death and infirmity, the employment relationship is understood as terminated for these purposes from the moment of the communication of termination for any reason, regardless of any period of notice contractually due, (ii) the Board of Directors retains the right, having received the opinion of the CNC, to waive the application of the provisions of the art. 3.5, in the terms and methods that will be identified by the Board at its sole discretion.

4.7. Remuneration of General Managers and KMP

From time to time, the Company identifies General Managers and Key Management Personnel, based on the duties effectively carried out, in line with the definition referred to in *Consob Regulation no. 17221/2010*.

Table 4 shows the General Managers and Key Management Personnel at the date of this report, highlighting the area to which each individual belongs (Corporate/Operations):

Table 4 - General Managers and Key Management Personnel

POSITION TITLE	AREA NAME	
Corporate and Finance General Manager	Corporate	Massimo Ferrari
General Global Operations Manager	Operations	Claudio Lautizi
Internal Audit & Compliance Director	Corporate	Francesco Albieri
General Counsel	Corporate	Vinicio Fasciani
Group HR, Organisation and Systems Director	Corporate	Gian Luca Grondona
Group Bidding & Engineering Director	Corporate	Michele Longo
Global Supply Chain Director	Corporate	Claudio Notarantonio
Chief Financial Officer & Group Risk Officer	Corporate	Massimo Pompei

Operations Executive Director Oceania	Operations	Marco Assorati
Deputy General Manager & Operations Executive Director Americas	Operations	Ignacio Botella
Operations Executive Director Sub-Saharan Africa	Operations	Christian Fabio Capitanio
Group Commercial Director	Operations	Francesco Falco
Operations (Rail) Webuild Italia Director	Operations	Nicola Meistro
Operations Executive Director Europe	Operations	Pablo Sonnendrucker Martinez

Fixed remuneration component

The fixed remuneration component for General Managers and KMP is determined on the basis of the role and responsibilities appointed and it may be periodically adjusted as part of the annual salary review process carried out for all managerial positions.

In line with the recommendations of the Corporate Governance Code, the fixed remuneration component is determined to an extent that adequately rewards the performance of the *General Managers and KMP*, even when the variable component should not be awarded due to failure to meet its relevant target objectives.

Moreover, General Managers and KMP are entitled to reimbursement of the expenses incurred as a result of their office.

Short-term variable component of remuneration

With regard to the variable component for 2022, General Managers and KMP are also eligible to receive a short-term variable compensation (“2022 KMP STI”) upon reaching 100% of the targets in addition, equal to a portion of the respective fixed remuneration components of between 30% and 100%, based on the characteristics of the role held.

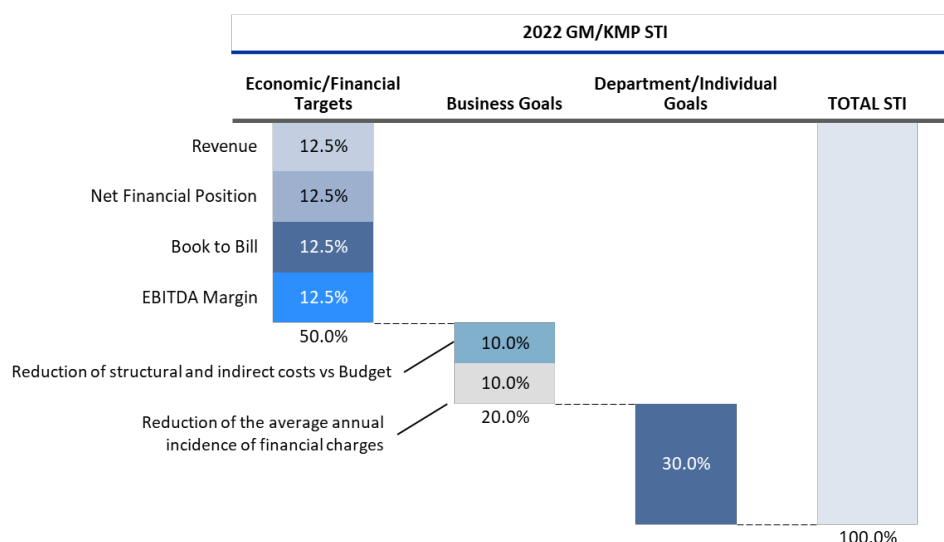
Payment and the amount of the respective 2022 KMP STI are subject to and based on achievement of the following results, each with a relative weight (Table 5 and Figure 14):

Table 5 - Structure of 2022 GM/KMP STI ⁹

Categories	Parameters	Weight
Economic and Financial	▪ Revenue	12.5%
	▪ Net Financial Position	12.5%
	▪ Book to Bill	12.5%
	▪ EBITDA Margin	12.5%
Business Goals	▪ Reduction of structural and indirect costs vs Budget	10%
	▪ Reduction of the average annual incidence of financial charges	10%
Department/Individual objectives (<i>Business, Risk and Sustainability</i>)	▪ Specific Management and individual objectives such as: (i) LTIFR reduction and Safety Leadership Development, (ii) cost reduction, (iii) effective / efficient management of offers process, (iv) budget operations	30%

⁹ For market sensitivity reasons, an accurate disclosure is not provided on the target levels set for each performance objective.

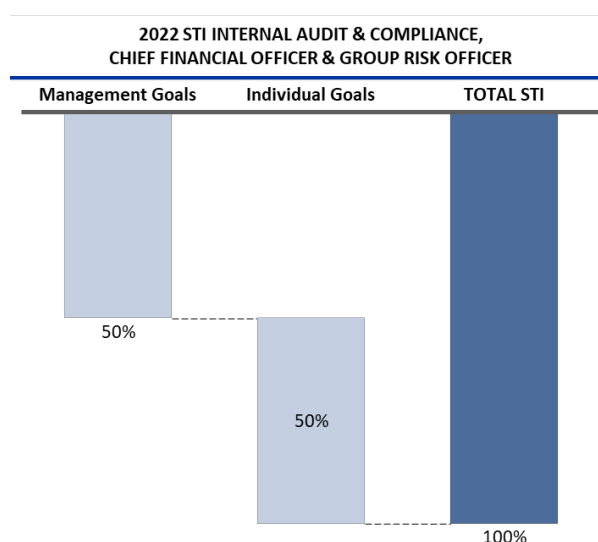
Figure 14 - Structure of GM/KMP STI



The Chief Financial Officer & Group Risk Officer and the Internal Audit & Compliance Director are the recipients of the STI Plan, with targets, indexed scale of achievement of targets and a payout curve similar to that described, excluding only the economic/financial targets and with a specific breakdown of Management Goals and Individual Goals, each weighing 50% of the Total STI, in line with the assigned duties

Categories	Parameters	Weight
Management Goals	<ul style="list-style-type: none"> Specific department objectives defined in line with the role; 	50%
Individual Goal	<ul style="list-style-type: none"> Results connected with the individual performance. 	50%

Figure 15 - Structure of STI Internal Audit & Compliance and Chief Financial Officer & Group Risk Officer



The right to receive the 2022 KMP STI accrues based on the results achieved and assessed according to a performance scale with the range varying from a minimum of 80% ("minimum performance") to a maximum of 120% ("maximum performance"), with the corresponding payout of a variable remuneration from 50% to 140% respectively of the fixed remuneration component, calculated by linear interpolation at pre-determined intervals. Should performance in terms of the relevant targets be below 80%, no amount linked to that target shall be paid.

Long-term variable components of remuneration: 2020-2022 LTI Plan

As regards the criteria for participation in the 2020-2022 LTI Plan of General Managers and KMP, please refer to paragraph 3.2.

In the event of participation, the amount of the 2020-2022 LTI - taking as basis for the calculation the Fixed Component - is set at an amount equal, on achieving 100% of the targets, to 90%, 150% or 300% of the fixed - 30%, 50% or 100% respectively on an annual basis. Note that this is a "closed" plan, i.e. which makes provision for a single assignment at the start of the three-year performance period. The methods relating to any payment are subject to and based on attainment of the objectives set, as described in paragraph 3.2, to which reference should be made.

Payment in case of termination of employment

For General Managers and KMP who are employees of the Company, in the event of termination of the employment relationship, the payment established, respectively by law and/or by the Manager's CCNL (National Collective Employment Agreement) and/or the different relevant collective contractual provisions are applied.

Upon termination of the employment relationship, the Company can grant individual General Managers and KMP additional financial benefits with respect to that which is envisaged in the aforementioned provisions.

These benefits constitute incentives that can be agreed between the Company and management in view of or on the occasion of early termination of the employment relationship or termination of the office, provided that there is an interest for the Company in this sense. Consequently, in the event of voluntary resignation or in any other case in which the payment is not in accordance with the interests of the Company, there are no conditions for the stipulation between the parties of such incentives.

The amount deriving from the application of these clauses/agreements cannot in any case exceed a maximum number of 36 months of de facto total remuneration (including the replacement indemnity for notice), defined when the settlement agreement is finalised, taking into consideration the Company's overall results, the individual performance and the duration of the employment relationship.

A further essential condition for the recognition of the aforementioned additional amounts is that the Manager signs a settlement agreement that envisages (i) the waiver of any further claim against the Company, the Group and shareholders, (ii) the termination of any office within the Company and/or Group, and (iii) reciprocal clauses regarding confidentiality and non-denigration.

With reference to professional roles with particularly significant characteristics, such that the termination of the relationship may lead to risks, the Company reserves the right to define, on a case-by-case basis, non-competition agreements that provide for the payment of a consideration commensurate with the duration and extent of the restriction resulting from the agreement following the conclusion of the employment relationship and/or termination of office.

With regard to the existence of agreements concluded during the employment relationship, note that the Company currently has specific agreements with some KMP designed to govern *ex ante* aspects related to any possible early termination of employment.

The terms of these agreements, defined in line with the regulations in force and with reference benchmarks, pursuant to the provisions of the Remuneration Policy, provide for the payment of a 36-month all-inclusive compensation (including the relevant indemnity in replacement of the notice period)¹⁰ in case of (i) a change in the control of the Company or¹¹ (ii) in the event of termination without just cause pursuant to art. 2119 of the Italian Civil Code.

Lastly, the provisions under paragraph 3.5., with respect to the effects of termination of employment relationships on the 2020-2022 LTI Plan, remain applicable.

Benefits

Insurance coverage or welfare payments are provided for General Managers and KMP with better conditions than those established in the national collective bargaining agreement, as well as the allocation of a company car for personal use and, possibly, housing (for details see Section II, Table 1).

¹⁰ Using as reference parameter the *de facto* total remuneration, calculated as the sum of the gross annual salary, the average variable remuneration of the past three years and the valuation of any fringe benefits.

¹¹ It being understood that entry into the Company's share capital by CDPE in execution and under the terms and conditions set out in the Investment Agreement will not constitute a "trigger event" and no payment obligation will arise for change of control as long as CDPE, for the entire duration of the Progetto Italia, holds a stake of at least 10% of the ordinary share capital, unless the change of control derives from a full public tender offer (mandatory or voluntary) on the Company.

SECTION II: DETAILS OF ITEMS THAT MAKE UP THE AND THE PAID IN 2021

INTRODUCTION TO SECTION II

Section II of the Report on the Policy for Remuneration and Compensation Paid provides not only detailed information on the compensation received during the reference year by members of the Administration and Control Bodies, General Managers and Key Management Personnel, but describes the correlation between the levels of achievement of the performance and the components of variable remuneration in relation to the applicable Policies. In addition, the Section includes the information relating to the change in the compensation of the members of the Administration and Control Bodies, General Managers and Employees and of the company performance.

CORRELATION BETWEEN PERFORMANCE, PAYOUT AND COMPARISON BETWEEN THE PERFORMANCE TARGETS ACHIEVED AND EXPECTED

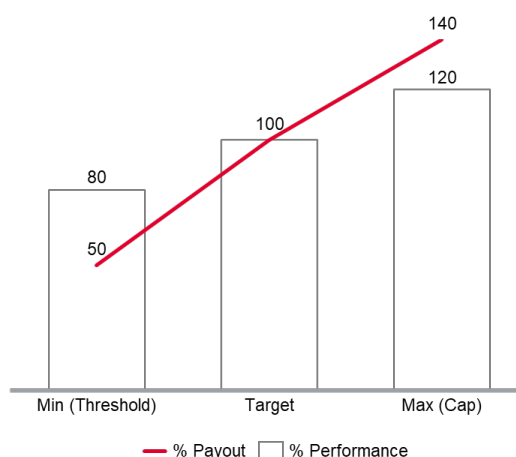
The short (STI) and long-term (LTI) variable remuneration is connected to a series of indicators that represent, from time to time, the drivers on which to focus the performance of the Management in reaching the objectives that form the basis of the short- and long-term strategies of the company, as well as the pillars and rationale underpinning the Business Plan. The structure of the incentive system requires, in particular, each assigned objective to be measured on an individual basis within a specific performance scale, based on the actual level of achievement, linked to a payout curve (Figure 16).

The correlation between the performance and the payout is calculated through a linear interpolation for pre-established levels, with the minimum performance thresholds under which no payment will be made. Hence, this correlation guarantees that the variable remuneration systems are based on practical 'sustainability' criteria, i.e. that the payments only originate if the qualitative or quantitative objectives, to which the specific bonus is connected, have been 'measured' and achieved to a significant degree.

The performance curve therefore provides for a minimum access threshold equal to at least 80% of the value of the target assigned, to which payment of 50% of the bonus target corresponds, and a maximum level of 120% of the target, to which payment of 140% of the bonus target corresponds. For *performances exceeding 120%*, the maximum threshold over which the extra performance does not produce effects on the bonus payable, provision is instead made for the application of a cap on the variable remuneration, both short or long-term, hence limiting the value of the bonus payable to the maximum thresholds defined on an ex-ante basis.

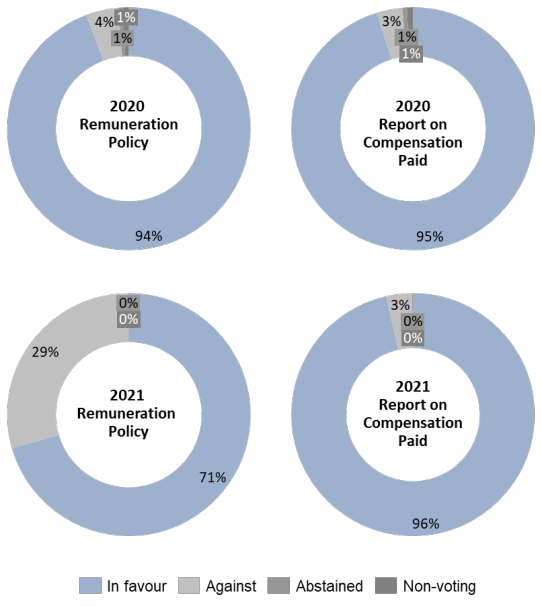
The variable remuneration systems, in line with the regulatory recommendations as well the market best practices, also include economic-financial, project, qualitative and ESG objectives, therefore guaranteeing the correct balance between the 'quantitative' and 'qualitative' targets, consequently making it possible to evaluate the extent to which they have been reached and also to 'weight' and consider the skills and behaviour to reach said targets.

Figure 16 - Correlation between performance and payout



The following pages represent the correlation between performance and payout as regards 2021 variable incentive systems. In enriching the graphical methods of representing the data, account was taken of (i) the requirements introduced by the new rules aimed at promoting the transparency and involvement of shareholders in the matter of remuneration as well as (ii) the latest results of shareholders' meeting votes (Figure 17) which, albeit positive, represent a starting point for a process of greater clarity with respect to the methods of presenting matters relating to remuneration.

Figure 17 - Outcome of votes of Shareholders' Meeting



COMPARISON BETWEEN THE ANNUAL VARIATION IN THE COMPENSATION OF MEMBERS OF THE ADMINISTRATION AND CONTROL BODIES, GENERAL MANAGERS, THE REMUNERATION OF EMPLOYEES AND THE RESULTS OF THE COMPANY

In compliance with the new Issuers' Regulation and with Annex 3A, Scheme 7-bis, Section II, First part, paragraph 1.5, the following table (Table 6) illustrates the comparison between the annual change in remuneration of the members of the Administration and Control Bodies and of the General Managers, the results of the Company and the remuneration of Employees.

Table 6 - Annual variation in the compensation of members of the administration and control bodies and general managers, the results of the company and the remuneration of employees (Euro/000)

		2019	2020	2021	Delta 2021-2020
Chief Executive Officer	Pietro Salini	5,400	6,144	4,582	-25%
	of which fixed	2,000	2,000	2,000	0%
	of which emoluments	60	87	85	-2%
	of which variable ^a	3,215	3,913	2,368	-39%
	of which benefit	125	144	129	-10%
Chairperson	Donato Iacovone	28	404	435	8%
Deputy Chairman	Nicola Greco	187	256	211	-18%
Directors	Francesca Balzani*	7	136	45	-67%
	Giuseppina Capaldo*	116	74	25	-67%
	Mario Giuseppe Cattaneo*	124	124	41	-67%
	Roberto Cera*	64	64	21	-67%
	David Croff*			50	-
	Pierpaolo Di Stefano	4	107	78	-27%
	Giuseppe Marazzita*	6	99	33	-67%
	Barbara Marinali*			84	-
	Flavia Mazzarella*			73	-
	Teresa Naddeo*			84	-
	Marina Natale	7	136	135	-1%
	Ferdinando Parente	126	155	151	-2%
	Franco Passacantando*	109	109	36	-67%
	Ludomia Pucci di Barsento*	83	64	21	-67%
	Tommaso Sabato*			70	-
	Alessandro Salini	64	64	65	-
Serena Maria Torielli*			73	-	
Michele Valensise*			43	-	
Grazia Volo*	64	64	21	-67%	
Laura Zanetti*			57	-	
Chairman of the Board of Statutory Auditors	Giacinto Sarubbi	120	134	140	5%
Standing Auditors	Roberto Cassader	0	53	80	51%
	Paola Simonelli	0	53	80	51%
Corporate and Finance General Manager	Massimo Ferrari	4,146	2,905	1,862	-36%
	of which fixed	800	800	800	0%
	of which variable ^a	3,308	2,064	1,021	-51%
	of which benefit	38	40	41	1%
General Global Operations Manager	Claudio Lautizi	2,275	2,155	1,370	-36%
	of which fixed	602	602	602	0%
	of which variable ^a	1,674	1,553	768	-51%
Other Employees ^{b,c}	<i>Average Fixed Annual Remuneration</i>	70	70	67	-4%
	<i>Average Annual Fixed and Variable</i>	74	73	69	-5%
Company results^d	EBT (Million €)	91	332	80	-76%
	Revenues (Million €)	5,331	5,315	6,691	26%
	Adj. EBITDA (Million €)	423	779	451	-42%
	Backlog (Million €)	36	42	45	8%
Ratio of CEO-Employee remuneration ^e	Payratio Annual fixed remuneration	28x	29x	30x	+1x
	Payratio Annual fixed and variable	71x	81x	63x	-18x

^a= including short- and long-term Variable for the year, plus any non-recurring bonuses, as indicated in table 1

^b= remuneration calculated on a full-time-equivalent basis at 31/12 for each year. Includes: fixed remuneration, indemnities, short- (STI) and long-term (LTI) variable remuneration for the year, plus any non-recurring bonuses; figures for General Managers are excluded, whose remuneration is shown on a named basis.

^c= the average fixed and variable remuneration (and the consequent CEO-Employee remuneration ratio) includes for the year 2021 the change in scope due to the inclusion of all Astaldi personnel with remuneration data and heads calculated full-year with respect to the figure for 2020.

^d= the comparison of the Company's results includes for the year 2021 the change in scope due to the inclusion of Astaldi

* = the delta shown in the table, if the data relating to 2020 remuneration is available, relates to the ratio with the 2021 remuneration actually received

5. REMUNERATION OF ADMINISTRATION AND CONTROL BODIES AND OF KEY MANAGEMENT PERSONNEL

5.1 Fixed and variable remuneration components for members of the Board of Directors currently in office

On 30 April 2021, the Shareholders' Meeting appointed the Board of Directors currently in office, for the 2021-2023 three-year period, establishing the related remuneration for the Chairman of the Board of Directors and for Directors, confirming the amount of the previous appointment, as follows:

Gross annual remuneration approved by the Shareholders' Meeting of 30 April 2021 (Euro)	
Chairperson	400,000
Directors	60,000

Following this renewal of the Board of Directors, on 13 May 2021, the Board created the internal committees, establishing the related remuneration as follows:

Committee	Gross annual remuneration approved by the Board of Directors on 13 May 2021 (Euro)	
	Chairperson	Members
Control, Risks and Sustainability	60,000	45,000
Compensation and Nominating	35,000	20,000
Related Party Transactions	15,000	10,000
Strategic Committee	40,000	25,000

The compensation paid to each Director in office during the 2021 financial year is shown in detail in Section II, Table 1 attached to this Report, drawn in compliance with the Consob standard.

Payment in the event of termination of office

There are no specific termination benefits for Non-Executive Directors or agreements which provide for compensation if the term of office ends prematurely.

Benefits

Forms of insurance coverage and welfare benefits are provided for Non-Executive Directors in office.

5.2. Components of the remuneration of the Board of Statutory Auditors

The Board of Statutory Auditors was appointed, for the 2020-2022 three-year period, by the Shareholders' Meeting of 4 May 2020, which also resolved the following compensation:

Name	Role	Annual Gross
Giacinto Gaetano Sarubbi	Chairman	140,000
Roberto Cassader	Standing Auditor	80,000
Paola Simonelli	Standing Auditor	80,000

Please see Section II, Table 1 for the compensation actually paid in 2021.

5.3. Fixed and variable remuneration components for the Chief Executive Officer

Fixed remuneration component of the Chief Executive Officer

In 2021, in addition to the compensation of the annual gross amount of Euro 60,000 paid in relation to the office of Board Director and the compensation of Euro 26,712 gross for participation in the Strategic Committee, the Chief Executive Officer Pietro Salini received a fixed fee for the mandate of Euro 1,350,000 gross, pursuant to art. 2389, paragraph 3 of the Italian Civil Code, in addition to Euro 650,000 gross as Gross Annual Salary for separate management duties performed.

No compensation has been paid to Pietro Salini for his role within the Lane Group.

2021 STI variable component of the Chief Executive Officer

The 2021 STI variable component of the Chief Executive Officer ("**2021 CEO STI**") was quantified - using as a basis for calculation the CEO Fixed Component - at Euro 2,000,000 gross upon achieving 100% of the targets.

The 2021 CEO STI targets were structured as follows and determined on the basis of the budget figures relating to 2021, as represented in the following table.

Categories	Parameters	Weight
Economic and Financial	▪ Revenue	17.5%
	▪ <i>Net Financial Position</i>	17.5%
	▪ <i>Book to Bill</i>	17.5%
	▪ EBITDA Margin	17.5%
Completion of Progetto Italia	Performance of activities such as: <ul style="list-style-type: none"> ▪ Proactive scouting of opportunities, on both the Italian and foreign markets, for the growth of the company and acquisition of skills, in respect of the financial commitments assumed; 	10%
	<ul style="list-style-type: none"> ▪ Webuild - Astaldi corporate and organisational integration: implementation of the planned processes and activities, to be carried out in 2021 as per the integration plan; 	10%
	<ul style="list-style-type: none"> ▪ <i>Digital & Innovation: launch and completion of the 2021 deliverables in relation to Big Data, Knowledge Management and process revision, Fleet Management and Performance Management System (Core HR).</i> 	10%

Figure 18 - Correlation between performance and payout - 2021 Chief Executive Officer STI

Objectives	% Payout MIN	% Payout TGT (a)	% Payout MAX	Performance	% Bonus (b)	% Payout adjusted (a)*(b)	
Economic/ Financial Targets Weight 70%	Revenue	8.75%	17.5%	24.5%	98%	96%	16.8%
	Net Financial Position	8.75%	17.5%	24.5%	317%	140%	24.5%
	Book to Bill	8.75%	17.5%	24.5%	167%	140%	24.5%
	EBITDA Margin	8.75%	17.5%	24.5%	84%	61%	10.6%
Progetto Italia Weight 30%	Scouting	5%	10%	14%	170%	140%	14.0%
	Corporate integration	5%	10%	14%	120%	140%	14.0%
	Digital & Innovation	5%	10%	14%	120%	140%	14.0%
	50%	100%	140%	158% <i>Weighted Performance</i>		118.4%	

The Board of Directors of 25 March 2022, based on the results for the 2021 financial year, ascertained the level of achievement of 2021 CEO STI targets by the Chief Executive Officer as 158% - as percentage deriving from the weighting, for the weights of the individual targets, of the performance reached for each objective - and, upon proposal of the CNC and the favourable opinion of the Board of Statutory Auditors, approved the disbursement

to the aforementioned Chief Executive Officer of a bonus of Euro 2,368,122 gross, calculated by linear interpolation for pre-set intervals¹².

Given the personal interest in relation to the above, the Chief Executive Officer participated in the related Board discussion, however refrained from exercising the right to vote.

It should be noted that the Board of Directors, having heard the opinion of the CNC, resolved not to apply the corrective mechanisms of the Covid-19 effects, the application of which would have involved a reshaping of the target values with a consequent positive change in the payment of the premium for the Chief Executive Officer.

2020-2022 LTI variable component

The Chief Executive Officer is among the recipients of the 2020-2022 Long-term incentive plan, which makes provision for the payment of an incentive partly in monetary form (50%) and partly in the form of shares (50%), when predetermined targets are exceeded (paragraph 3.2). Any incentive accrued will be paid at the end of the three-year *performance* period and subject, for 50%, to deferment to the next year. The value of the total *target* assignment for the three-year period for the CEO is Euro 6,000,000.

During 2021, the target incentive of the 2020-2022 Long-Term Incentive Plan was assigned to the Chief Executive Officer, in line with what was defined and approved in the Prospectus published on that date, and reported in tables 3.A and 3. B, for an amount of 1,325,283 shares, determined by dividing 50% of the overall incentive by Euro 2.2637, equivalent to the fair value of the share price calculated from 30 August to 30 September 2021, and of Euro 3,000,000 equal to 50% of the overall allocation to cash targets.

It is recalled that the incentive plan will be finalized at the end of the 2020-2022 performance period, thus determining, on that date, the value of any bonus to be paid.

Benefits

Forms of insurance coverage and welfare benefits have been paid to the Chief Executive Officer as per the attached Section II, Table 1.

Payment in the event of termination of office

There are no specific termination benefits for the Chief Executive Officer in office or agreements which provide for compensation if the term of office ends prematurely.

5.4. Fixed and variable remuneration components for General Managers and KMP.

Fixed remuneration components for General Managers and KMP.

Fixed components of the remuneration recognised, with regard to 2021, to General Managers and KMP were the following:

- Corporate & Finance General Manager, Massimo Ferrari: Euro 750,000 as gross annual fixed remuneration, Euro 50,000 as fixed compensation for the functions of Manager in Charge of Financial Reporting, for a total of Euro 800,000 gross;
- Global Operations General Manager, Claudio Lautizi: Euro 601,808 in the form of gross annual fixed remuneration;
- Key Management Personnel: total of Euro 3.495.534 in the form of gross annual fixed remuneration¹³.

The 2021 STI variable component of General Managers and KMP

With regard to the 2021 STI variable component of the remuneration, whose value on attainment of the targets is equal to respective percentage of the fixed component of remuneration allocated based on the role (100%, 50% or 30%), was based on achievement of the following results, each of them with a variable weight depending on the relevant department:

¹² The 2021 CEO STI envisaged the right to receive the related bonus based on results achieved and valued according to a variable performance scale from a minimum of 80% (Minimum Performance) to a maximum of 120% (Maximum Performance), with the corresponding payment of a variable amount from 50% to 140% of the CEO Fixed Component, computed by linear interpolation.

¹³ The value is calculated on a pro-rata basis, as regards newly appointed KMP, considering the period running between 25 March 2021 and 31 December 2021.

Categories	Parameters	Weight
Economic and Financial	▪ Revenue	10%
	▪ <i>Net Financial Position</i>	10%
	▪ <i>Book to Bill</i>	10%
	▪ EBITDA Margin	10%
Completion of Progetto Italia	Performance of activities such as: <ul style="list-style-type: none"> ▪ Proactive scouting of opportunities, on both the Italian and foreign markets, for the growth of the company and acquisition of skills, in respect of the financial commitments assumed; 	10%
	<ul style="list-style-type: none"> ▪ Webuild - Astaldi corporate and organisational integration: implementation of the planned processes and activities, to be carried out in 2021 as per the integration plan; 	10%
	<ul style="list-style-type: none"> ▪ <i>Digital & Innovation: launch and completion of the 2021 deliverables in relation to Big Data, Knowledge Management and process revision, Fleet Management and Performance Management System (Core HR).</i> 	10%
Management Objectives <i>(Business, Risk and Sustainability)</i>	<ul style="list-style-type: none"> ▪ Specific management objectives (e.g. cost cutting plan, development of Leadership in Safety, integration, effective/efficient management of offer process, development of new revenues, Performance Dialogue, etc.) 	20%
Individual Goal	<ul style="list-style-type: none"> ▪ Adherence to the <i>Leadership Model</i> and contribution to <i>Change Management</i> 	10%

The Chief Financial Officer & Group Risk Officer and the Internal Audit & Compliance Director are the recipients of the STI Plan, with targets, indexed scale of achievement of targets and a payout curve similar to that described, excluding only the economic/financial targets and with a specific breakdown of Management Goals and Individual Goals, each weighing 50% of the Total STI, in line with the assigned duties.

Figure 19 - Correlation between performance and payout 2021 Corporate & Finance General Manager STI

Objectives	% Payout MIN	% Payout TGT (a)	% Payout MAX	Performance	% Bonus (b)	% Payout adjusted (a)*(b)	
Economic/ Financial Targets Weight 40%	Revenue	5%	10%	14%	98%	96%	9.6%
	Net Financial Position	5%	10%	14%	317%	140%	14.0%
	Book to Bill	5%	10%	14%	167%	140%	14.0%
	EBITDA Margin	5%	10%	14%	84%	61%	6.1%
Progetto Italia Weight 30%	Scouting	5%	10%	14%	170%	140%	14.0%
	Corporate integration	5%	10%	14%	120%	140%	14.0%
	Digital & Innovation	5%	10%	14%	120%	140%	14.0%
Management Goals Weight 20%		10%	20%	28%	120%	140%	28.0%
Individual Goals Weight 10%		5%	10%	14%	120%	140%	14.0%
		50%	100%	140%	144% Weighted Performance		127.7%

Figure 20 - Correlation between performance and payout 2021 Global Operations General Manager STI

Objectives		% Payout MIN	% Payout TGT (a)	% Payout MAX	Performance	% Bonus (b)	% Payout adjusted (a)*(b)
Economic/ Financial Targets Weight 40%	Revenue	5%	10%	14%	98%	96%	9.6%
	Net Financial Position	5%	10%	14%	317%	140%	14.0%
	Book to Bill	5%	10%	14%	167%	140%	14.0%
	EBITDA Margin	5%	10%	14%	84%	61%	6.1%
Progetto Italia Weight 30%	Scouting	5%	10%	14%	170%	140%	14.0%
	Corporate integration	5%	10%	14%	120%	140%	14.0%
	Digital & Innovation	5%	10%	14%	120%	140%	14.0%
Management Goals Weight 20%	10%	20%	28%	120%	140%	28.0%	
Individual Goals Weight 10%	5%	10%	14%	120%	140%	14.0%	
		50%	100%	140%	144% Weighted Performance		127.7%

The Board of Directors of 25 March 2022 *examined the achievement of the 2021 KMP STI targets* - as proposed by the Chief Executive Officer following the outcome of the related assessment, after sharing with the Compensation and Nominating Committee, the Control, Risks and Sustainability Committee and with the Strategic Committee, each to the extent of their competence - and, having heard the Board of Statutory Auditors, ascertained the consistency, with the 2021 Policy, of the CEO's proposal to recognize a percentage of achievement of the targets of (i) 144% to the Corporate & Finance General Manager, (ii) 144% to the Global Operations General Manager and (iii) variably between 120% and 144¹⁴% to the KMP - as a percentage resulting from weighting, by the weights of the individual objectives, the performance achieved for each objective, with the consequent recognition of an Accrued Bonus as follows (as well as in the attached table 3.B):

- Corporate & Finance General Manager, Massimo Ferrari: Euro 1,021,285 gross (payout 128%);
- Global Operations General Manager Claudio Lautizi: Euro 768,271 gross (payout 128%);
- Key Management Personnel: Euro 2,457,740 total gross (variable payout between 116% and 140%, *calculated by linear interpolation for pre-set intervals*)¹⁵.

It should be noted that, in the aggregation of the STI 2021 economic and financial targets, on the proposal of the Chief Executive Officer, the Board of Directors resolved not to apply the corrective mechanisms of the Covid-19 effects, the application of which would have involved a reshaping of the target values with a consequent positive change in the payment of the incentives.

The 2020-2022 LTI variable component of General Managers and KMP

The General Managers and the Key Management Personnel are among the recipients of the 2020-2022 Long-term incentive plan, which makes provision for the payment of an incentive partly in monetary form (50%) and partly in the form of shares (50%), when predetermined targets are exceeded (see paragraph 3.2). Any incentive accrued will be paid at the end of the three-year performance period and subject, for 50%, to deferment to the next year. The value of the total target¹⁶ assignment is as follows:

¹⁴ Percentage derived from each target's weight, based on the performance achieved for each target.

¹⁵ The value is calculated on a pro-rata basis, as regards newly appointed KMP, considering the period running between 25 March 2021 and 31 December 2021.

¹⁶ At the date of drafting of this Report, the *target* bonus relating to the 2020-2022 LTI Plan had still not been assigned

- Corporate & Finance General Manager, Massimo Ferrari: Euro 2,400,000 gross;
- Global Operations General Manager Claudio Lautizi: Euro 1,805,424 gross;
- Key Management Personnel: Euro 6.473.100 total gross.

In 2021, the target incentive of the 2020-2022 Long-term Incentive Plan for General Managers and Key Management Personnel was assigned, consistently with what was defined and approved in the Prospectus published on that date, and reported in table 3.A and 3.B, for

- 530,113 shares, determined by dividing 50% of the overall incentive by Euro 2.2637 equivalent to the fair value of the share price calculated from 30 August to 30 September 2021, and Euro 1,200,000 gross equal to 50% of the overall allocation to cash target for the Corporate & Finance General Manager, Massimo Ferrari;
- 398,783 shares, determined by dividing 50% of the overall incentive by Euro 2.2637 equivalent to the fair value of the share price calculated from 30 August to 30 September 2021, and Euro 902,712 gross equal to 50% of the overall allocation to cash target for the Global Operations General Manager, Claudio Lautizi;
- 1,429,775 shares, determined by dividing 50% of the total incentive for € 2.2637 equivalent to the fair value of the share price calculated from 30 August to 30 September 2021, and € 3,236,550 gross equal to 50% of the total allocation a cash target for Key Management Personnel¹⁷.

It is recalled that the incentive plan will be finalized at the end of the 2020-2022 performance period, thus determining, on that date, the value of any bonus to be paid.

Benefits

The forms of insurance coverage and welfare benefits reported in the attached Section II, Table 1 have been paid to General Managers and KMP.

5.5. Remuneration paid in 2021

Table 1: Remuneration paid to Members of the Board of Directors and the Board of Statutory Auditors, General Managers and Key Management Personnel

Table 3.A: Incentive plans based on financial instruments other than stock options, in favour of Key Management Personnel.

Table 3.B: Monetary incentive plans in favour of the members of the Board of Directors, of the General Managers and Key Management Personnel.

5.6. Equity investments of members of the Board of Directors and the Board of Statutory Auditors, General Managers and KMP

Table 4.1: Equity investments of members of the Administration and Control Bodies and of General Managers

Table 4.2: Equity investments of KMP

¹⁷ In execution of the resolution approving the 2020-2022 LTI plan, approved by the Webuild Shareholders' Meeting on 4 May 2020, on the proposal of the Board of Directors on 11 March 2020, subject to the favourable opinion of the Compensation and Nominating Committee and the Board of Statutory Auditors, n. 49 recipients (including the Chief Executive Officer, the General Managers, the 12 members of Key Management Personnel, and 34 key-people managers of the Webuild Group), to whom a total of 4,840,981 shares and an amount of Euro have been assigned 10,958,425 which will be disbursed subject to and proportionally to the achievement of the performance objectives at the end of the three-year performance period, to the extent and according to the times defined by the same 2020-2022 LTI plan.

Table 1: Remuneration paid to the members of the Administration and Control Bodies, General Managers and KMP

(Values expressed in Euro)

Surname and name	Office	Period for which office was held	Office expiry	Fixed compensation		Compensation for participation in committees		Non-equity variable		Non-monetary benefits	Other	Total	Fair value of equity	Indemnity for termination of employment or office
								Bonuses and other incentives	Profit-sharing					
Donato Iacovone	Chairman	1/1/2021 - 31/12/2021	(*)	remuneration received for performing specific duties	400,000	Control, Risks and Sustainability Committee	30,205			4,510		434,715		
Nicola Greco	Deputy Chairman	1/1/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting remuneration received for performing specific duties	60,000 100,000	Control, Risks and Sustainability Committee Compensation and Nominating Committee Strategic Committee remuneration	15,000 6,667 25,000			4,510		211,177		
Pietro Salini	Chief Executive Officer	1/1/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting remuneration received for performing specific duties Fixed employment salary	60,000 1,350,000 650,000	Strategic Committee remuneration	25,000	2,368,122		128,581		4,581,703	504,570	
Francesca Balzani	Director	1/1/2021 - 30/04/2021	(***)	remuneration for the year approved by Shareholders' Meeting	20,000	Control, Risks and Sustainability Committee Strategic Committee remuneration	15,000 8,333			1,491		44,824		
Giuseppina Capaldo	Director	1/1/2021 - 30/04/2021	(***)	remuneration for the year approved by Shareholders' Meeting	20,000	Related Party Transaction Committee	3,333			1,491		24,824		
Mario Giuseppe Cattaneo	Director	1/1/2021 - 30/03/2021	(***)	remuneration for the year approved by Shareholders' Meeting	20,000	Control, Risks and Sustainability Committee	20,000			1,491		41,491		
Roberto Cera	Director	1/1/2021 - 30/04/2021	(***)	remuneration for the year approved by Shareholders' Meeting	20,000					1,491		21,491		
Davide Croff	Director	30/04/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274	Related Party Transaction Committee	6,712			3,019		50,005		
Pierpaolo Di Stefano	Director	1/1/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	60,000	Strategic Committee remuneration	13,333			4,510		77,843		
Giuseppe Marazzita	Director	1/1/2021 - 30/04/2021	(***)	remuneration for the year approved by Shareholders' Meeting	20,000	Compensation and Nominating Committee Related Party Transaction Committee	6,667 5,000			1,491		33,158		
Barbara Marinali	Director	30/04/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274	Strategic Committee remuneration Compensation and Nominating Committee Related Party Transaction Committee	16,781 13,425 10,068			3,019		83,567		
Flavia Mazzarella	Director	30/04/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274	Control, Risks and Sustainability Committee	30,205			3,019		73,498		
Teresa Naddeo	Director	30/04/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274	Control, Risks and Sustainability Committee	40,274			3,019		83,567		
Marina Natale	Director	1/1/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	60,000	Control, Risks and Sustainability Committee Strategic Committee remuneration	45,000 25,000			4,510		134,510		

Surname and name	Office	Period for which office was held	Office expiry	Fixed compensation		Compensation for participation in committees		Non-equity variable		Non-monetary benefits	Other	Total	Fair value of equity	Indemnity for termination of employment or office
								Bonuses and other incentives	Profit-sharing					
Ferdinando Parente	Director	1/1/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	60,000	Compensation and Nominating Committee	35,000			1,491		151,491		
						Control, Risks and Sustainability Committee	45,000							
						Related Party Transaction Committee	10,000							
Franco Passacantando	Director	1/1/2021 - 30/04/2021	(*)	remuneration for the year approved by Shareholders' Meeting	20,000	Control, Risks and Sustainability Committee	15,000			1,491		36,491		
Laudomia Pucci di Barsento	Director	1/1/2021 - 30/04/2021	(*)	remuneration for the year approved by Shareholders' Meeting	20,000					1,491		21,491		
Tommaso Sabato	Director	30/04/2021-31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274	Strategic Committee remuneration	26,849			3,019		70,142		
Alessandro Salini	Director	1/1/2021 - 31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	60,000					4,510		64,510		
Serena Maria Torielli	Director	30/04/2021-31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274	Control, Risks and Sustainability Committee	30,205			3,019		73,498		
Michele Valensise	Director	30/04/2021-31/12/2021	(*)	remuneration for the year approved by Shareholders' Meeting	40,274					3,019		43,293		
Grazia Volo	Director	1/1/2021 - 30/04/2021	(***)	remuneration for the year approved by Shareholders' Meeting	20,000					1,491		21,491		
Laura Zanetti	Director	30/04/2021-31/12/2021	(***)	remuneration for the year approved by Shareholders' Meeting	40,274	Compensation and Nominating Committee	13,425			3,019		56,718		
Giacinto Sarubbi	Chairman of the Board of Statutory Auditors	1/1/2021 - 31/12/2021	(**)	remuneration for the year approved by Shareholders' Meeting	140,000							140,000		
Roberto Cassader	Standing Auditor	1/1/2021 - 31/12/2021	(**)	remuneration for the year approved by Shareholders' Meeting	80,000							80,000		
Paola Simonelli	Standing Auditor	1/1/2021 - 31/12/2021	(**)	remuneration for the year approved by Shareholders' Meeting	80,000							80,000		
Claudio Lautizi	General Manager Global Operations	1/1/2021 - 31/12/2021		Fixed employment salary	601,808			768,271				1,370,079	151,827	
Massimo Ferrari	Corporate & Finance General Manager and Manager in Charge of Financial Reporting	1/1/2021 - 31/12/2021		Fixed employment salary	750,000			1,021,285		40,734		1,862,019	201,828	
				remuneration paid as Manager in Charge of Financial Reporting	50,000									
Key Management Personnel ⁽¹⁾		1/1/2021 - 31/12/2021		Fixed employment salary (2)	3,495,534			2,457,740		118,905	175,000 ⁽³⁾	6,304,904	544,353	
				Other payments (4)	57,725									
Total					8,597,259		536,484	6,615,418	-	348,341	175,000	16,272,502	1,402,578	-

(*) In office until the Shareholders' Meeting called to approve the financial statements as at 31 December 2023.

(**) In office until approval of the financial statements as at 31 December 2022.

(***) In office until the Shareholders' Meeting called to approve the financial statements as at 31 December 2021.

(1) In calculating the KMP, the 7 new KMP appointed in 2021 were considered for succession. For the variable STI, the value is calculated on a pro-rata basis, as regards newly appointed KMP, considering the period between 25 March 2021 and 31 December 2021.

(2) In addition to Euro 3,495,000 for gross annual salary, indemnities are due for domestic and foreign travel, pursuant to the Managers' CCNL and the Company's policies, for a total amount of Euro 20,013.00.

(3) Value accrued in 2021 for a 5-year stability agreement entered with a member of Key Management Personnel

(4) Contribution to accommodation expenses/reimbursement of school fees

Table 3A: Incentive plans based on financial instruments other than stock options, in favour of the members of the Administration Body, of the General Directors and of the other Key Management Personnel

(Values expressed in Euro)

Surname and name	Office	Plan	Financial instruments assigned in previous years not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not assigned	Financial instruments vested during the year and attributable		Financial instruments pertaining to the year
			Number and type of financial instruments (1)	Vesting Period	Number and type of financial instruments (Performance Shares)	Fair Value at the assignment date (Euro)	Vesting Period	Assignment date	Market price at assignment (Euro)	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date (Euro)	Fair Value (Euro) (2)
Pietro Salini	Chief Executive Officer	2020-2022 LTI Plan (BoD 11/03/2020 Shareholders' Meeting 04/05/2020)			1,325,283	2.2637	04/05/2020-Approval of the 2022 financial statements	30/09/2021	2.2040				504,570
Claudio Lautizi	General Manager Global Operations	2020-2022 LTI Plan (BoD 11/03/2020 Shareholders' Meeting 04/05/2020)			398,783	2.2637	04/05/2020-Approval of the 2022 financial statements	30/09/2021	2.2040				151,827
Massimo Ferrari	Corporate & Finance General Manager and Manager in Charge of Financial Reporting	2020-2022 LTI Plan (BoD 11/03/2020 Shareholders' Meeting 04/05/2020)			530,113	2.2637	04/05/2020-Approval of the 2022 financial statements	30/09/2021	2.2040				201,828
Other Key Management Personnel (3)	12	2020-2022 LTI Plan (BoD 11/03/2020 Shareholders' Meeting 04/05/2020)			1,429,775	2.2637	04/05/2020-Approval of the 2022 financial statements	30/09/2021	2.2040				544,353
Total					3,683,954								1,402,578

Notes

(1)

The maximum number of attributable Shares is shown. The actual number of Shares will be determined at the end of the plan, based on the results actually achieved

(2)

The portion pertaining to the year of remuneration based on financial instruments is shown, calculated by dividing the fair value (at target) of the instruments at the assignment date, calculated using actuarial techniques, for the period from the assignment date to the end of the vesting period

(3)

The information relating to the assignment of the 2020-2022 LTI plan is provided with full and non-pro-quota indication, as regards the Key Management Personnel appointed during 2021.

Table 3B: Monetary incentive plan in favour of the members of the Administration Body, of the General Directors and of the other Key Management Personnel

(Values expressed in Euro)

Surname and name	Office	Plan	Bonus for the year			Previous years' bonus			Other bonuses (Euro)
			Payable/Paid (Euro)	Deferred (Euro)	Deferment period	No longer payable	Paid/Payable	Still deferred	
Pietro Salini	Chief Executive Officer	2021 Short Term Incentive Plan (BoD approval on 25/03/2021)	2,368,122						
		2020 Extraordinary Bonus (1) (BoD approval on 25/03/2021)					885,820		
		2020-2022 LTI Plan (BoD approval on 04/05/2020)		3,000,000					
Claudio Lautizi	General Manager Global Operations	2021 Short Term Incentive Plan (BoD approval on 25/03/2021)	768,271						
		2020 Extraordinary Bonus (1) (BoD approval on 25/03/2021)					421,265		
		2020-2022 LTI Plan (BoD approval on 04/05/2020)		902,712					
Massimo Ferrari	Corporate & Finance General Manager and Manager in Charge of Financial Reporting	2021 Short Term Incentive Plan (BoD approval on 25/03/2021)	1,021,285						
		2020 Extraordinary Bonus (1) (BoD approval on 25/03/2021)					560,000		
		2020-2022 LTI Plan (BoD approval on 04/05/2020)		1,200,000					
Other Key Management Personnel (2)	12	2021 Short Term Incentive Plan (BoD approval on 25/03/2021)	2,457,740						
		2020-2022 LTI Plan (BoD approval on 04/05/2020)		3,236,550					
Total			6,615,418	8,339,262			1,867,085		

Notes

(1) 50% of the total amount was disbursed up-front in 2021, the table shows the deferred 50%, again pertaining to 2021, disbursed in 2022.

(2) As regards the Key Management Personnel appointed during 2021, the information relating to: (i) the aggregation of the 2021 Short Term Incentive Plan is provided pro-quota, (ii) the assignment of the 2020-2022 LTI plan is provided with full indication.

Table 4.1: Equity investments of members of the Administration and Control Bodies and of General Managers

Surname and Name	OFFICE	Investee company	No. of shares owned at end of 2020	No. of shares purchased during 2021	No. of shares sold during 2021	No. of shares owned at end of 2021
BOARD OF DIRECTORS CURRENTLY IN OFFICE						
Donato Iacovone	Chairman	Webuild	0	0	0	0
Nicola Greco	Deputy Chairman	Webuild	0	0	0	0
Pietro Salini	Chief Executive Officer	Webuild	1,984,658	0	0	1,984,658
Davide Croff	Director	Webuild	0	0	0	0
Pierpaolo Di Stefano	Director	Webuild	0	0	0	0
Barbara Marinali	Director	Webuild	0	0	0	0
Flavia Mazzarella	Director	Webuild	0	0	0	0
Teresa Naddeo	Director	Webuild	0	0	0	0
Marina Natale	Director	Webuild	0	0	0	0
Ferdinando Parente	Director	Webuild	0	0	0	0
Tommaso Sabato	Director	Webuild	0	0	0	0
Alessandro Salini	Director	Webuild	244,287	0	0	244,287
Serena Torielli	Director	Webuild	0	35,000	0	35,000
Michele Valensise	Director	Webuild	0	0	0	0
Laura Zanetti	Director	Webuild	0	0	0	0
BOARD OF STATUTORY AUDITORS IN OFFICE						
Giacinto Sarubbi	Chairman Board Statutory Auditors	Webuild	0	0	0	0
Roberto Cassader	Standing Auditor	Webuild	0	0	0	0
Paola Simonelli	Standing Auditor	Webuild	0	0	0	0
DIRECTORS OF DIRECTORS TERMINATED ON 30 APRIL 2021						
Francesca Balzani	Director	Webuild	0	0	0	0
Giuseppina Capaldo	Director	Webuild	0	0	0	0
Mario Giuseppe Cattaneo	Director	Webuild	0	0	0	0
Roberto Cera	Director	Webuild	0	0	0	0
Giuseppe Marazzita	Director	Webuild	0	0	0	0
Franco Passacantando	Director	Webuild	0	0	0	0
Laudomia Pucci	Director	Webuild	0	0	0	0
Grazia Volo	Director	Webuild	0	0	0	0
GENERAL MANAGERS						
Massimo Ferrari	General Manager	Webuild	803,576*	0	250,000	553,576*
Claudio Lautizi	General Manager	Webuild	296,185*	0	0	296,185*

*Including Webuild shares assigned free of charge by Salini Costruttori S.p.A., as indicated in the press release of 12 January 2015.

Table 4.2: Participation of the other Key Management Personnel

No. of other KMP in office as at 31/12/2021	Investee company	No. of shares owned at end of 2020	No. of shares purchased during 2021	No. of shares sold during 2021	No. of shares owned at end of 2021
5	Webuild	123,830	0	63,800	60,030
No. of other KMP appointed in 2021	Investee company	No. of shares owned at end of 2020	No. of shares purchased during 2021	No. of shares sold during 2021	No. of shares owned at end of 2021
6	Webuild	110,530	-	-	110,530

GLOSSARY

In order to make this Remuneration Report easier to understand and read, a definition for the most common terms is provided below:

Beneficiaries of the 2020-2022 LTI Plan or Beneficiaries	employees and/or Directors vested with specific duties in the Company and its subsidiaries, identified from the ranks of key management personnel from the perspective of value creation
Accrued Bonus	the amount of the bonus determined by achieving the objectives of the 2020-2022 LTI Plan
Target Bonus	the bonus due to each Beneficiary of the 2020-2022 LTI Plan for 100% achievement of the 2020-2022 Plan Objectives
Code of Corporate Governance	the Code of Corporate Governance for listed companies established by the Corporate Governance Committee promoted by Borsa Italiana S.p.A. (January 2020 Edition)
CEO Fixed Component	the total fixed remuneration of the Chief Executive Officer, resulting from the Gross Annual Salary (the "GAS") received for duties as manager and payments due pursuant to art. 2389, paragraph 3 of the Italian Civil Code received for duties as Chief Executive Officer.
Subsidiaries	without distinction, each company directly or indirectly owned by the Company at a given time, pursuant to art. 2359 of the Italian Civil Code
Employees	for the purposes of calculating the 'ratio', the analyses refer to Group employees who belong to companies with centralized administrative management, thus excluding individuals with personal information, staff not linked to an employment relationship and employees hired under a local contract and/or employees of joint ventures
Key Management Personnel or KMP	the individuals, other than Directors and Statutory Auditors, that have the direct or indirect authority and responsibility for the planning, management and control of the Company's activities in line with the definition provided in Annex 1 to CONSOB Regulation on Related Party Transactions adopted with Resolution no. 17221 of 12 March 2010, as identified from time to time by the responsible bodies
Group	the Company and its Subsidiaries
KPIs	<i>Key Performance Indicators</i>
Leadership in Safety	a program for the development of Leadership in Safety which uses the intellectual, experiential and emotional resources of people for the purpose of achieving a strong cultural change with regard to safety
LTI	<i>Long Term Incentive, i.e. the long-term variable component</i>
LTIFR	<i>Lost Time Injury Frequency Rate</i>
2020-2022 LTI Plan Objectives	the (i) economic-financial objectives identified as Gross Debt on EBITDA (with weight of 25%), TSR (with weight of 25%) and Overheads on revenues (with weight of 30%); (ii) objectives connected with risk and sustainability, identified as Lost Time Injury Frequency Rate (with weight of 10%) and Reduction in intensity of greenhouse gas emissions (with weight of 10%), based on achievement of which the Beneficiaries of the 2020/2022 LTI Plan will have the right to receive the Accrued Bonus

Vesting Period	in relation to the 2020-2022 LTI Plan, the period which starts on 1 January 2020, and ends at the date of approval of the consolidated financial statements as at 31 December 2022
'Change Management' Plan	redesign of the organisation processes and definition of a Succession Planning process for key/critical positions
Long Term Incentive Plan or 2020-2022 LTI Plan	the incentive plan related to the Company's new Business Plan. This refers to the closed, long-term incentive plan with a 2020-2022 three-year Vesting Period
Target Bonus	the bonus earned if 100% of targets are achieved
RPT Procedure	Related Party Transaction Procedure, adopted by the Company on 30 November 2010 and subsequently amended, most recently on 29 July 2020, and available on the Company's website (www.webuildgroup.com , "Governance/Procedures and Regulations" section)
Progetto Italia	The industrial initiative for the aggregation and creation of a major player in Italian infrastructure. The Board of Directors of 25 March 2022 ascertained the completion of all the activity associated to the Progetto Italia.
GAS	indicates the gross fixed annual remuneration for employees of a Group Company
Issuers' Regulation	the regulation implementing the Consolidated Finance Act (TUF) with respect to the discipline of issuers adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and integrated - updated with the amendments made by resolution no. 21623 of 10 December 2020
2021 Governance Report	Report on the Corporate Governance and Ownership Structure in relation to 2021, published on the Company's website (www.webuildgroup.com , "Governance/Governance System/Corporate Governance Report" section)
STI	Short-Term Incentive, i.e. the short-term variable component
Company or Webuild	Webuild S.p.A.
Consolidated Finance Act/TUF	Italian Legislative Decree no. 58 of 24 February 1998 (and subsequent amendments)
TSR	<i>Total Shareholder Return</i>

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