

PRESS RELEASE

REWAY GROUP: PUBLICATION OF NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Licciana Nardi (MS), April 11th 2025 - **Reway Group S.p.A.** (EGM: RWY), Italy's largest operator specialized in rehabilitation and maintenance of road and highway infrastructures, as well as the only organization in Italy capable of handling all the activities related to the restoration of bridges, tunnels and viaduct (the "**Company**" or "**Reway Group**"), informs that today it has published the notice of the Ordinary Shareholders' Meeting on its website <https://www.rewaygroup.com/> (Investor Relations/Shareholders' Meetings section), on its website www.borsaitaliana.it (Shares/Documents section) and, in excerpts, in the "MF" newspaper.

NOTICE OF ORDINARY MEETING OF SHAREHOLDERS OF REWAY GROUP S.P.A.

The Shareholders of Reway Group S.p.A. (the "**Company**") are called up to the Ordinary Shareholders' Meeting, in first call, on April 30th, 2025 at 10:00 a.m. and, in second call, **on May 5th**, 2025 at 10:00 a.m., at the Administrative Offices at Via Canale Scuro snc, 54016 Licciana Nardi, to discuss and resolve on the following

AGENDA

- 1. *Approval of the financial statements for the year ended December 31st, 2024, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors; inherent and consequent resolutions.***
- 2. *Approval of the allocation of net income for the year; inherent and consequent resolutions.***
- 3. *Presentation of the consolidated financial statements for the year ended December 31, 2024.***
- 4. *Appointment of the Board of Statutory Auditors:***
 - 4.1 *Appointment of 3 (three) standing auditors and 2 (two) alternate auditors; inherent and consequent resolutions.***
 - 4.2 *Determination of the remuneration of the members of the Board of Statutory Auditors; inherent and consequent resolutions.***

Share capital and voting rights

The share capital amounts to **715,252.99** euros, divided into **38,804,802** shares, including 31,304,802 ordinary shares, which entitle to 1 vote, and 7,500,000 shares with multiple voting rights, which each entitle to 3 votes at the Company's ordinary and extraordinary shareholders' meetings, all of which have no par value. As of the date of this notice, the Company holds no treasury shares. Information about the composition of the share capital is available on the Company's website at www.rewaygroup.com (Investor Relations>Shareholder Information section).

Ways of conducting the Assembly

Pursuant to Article 106 of Decree Law No. 18/2020 (converted by Law No. 27/2020 as amended and supplemented, as last extended by Law No. 15 of 21.2.2025), the Company has decided that the meeting will be held with the attendance at the meeting of the share capital exclusively through the representative designated by the Company in the manner set forth below, with attendance at the meeting by shareholders or their proxies other than the aforementioned designated representative being excluded.

Pursuant to Article 135-undecies of Legislative Decree No. 58/1998 ("TUF"), the Company has designated Computershare S.p.A., with offices at Via Nizza 262/73, 10126, Turin, as the Company's designated representative ("Designated Representative").

Pursuant to Article 18.3 of the Bylaws, attendance at the Shareholders' Meeting by the Directors, the Statutory Auditors, the secretary, the representatives of the auditing firm, and the Designated Representative will take place exclusively through remote means of communication that enable the identification of the participants, their participation, and the exercise of their voting rights in compliance with Article 19.6 of the Bylaws, with connection methods that will be individually communicated to them by the Company.

Legitimacy to intervene and vote

Pursuant to Article 83-sexies of the TUF and Article 19 of the Articles of Bylaws, those entitled to attend the Shareholders' Meeting and exercise the right to vote - exclusively through the Appointed Representative - are those in whose favor the Company has received the appropriate communication, made by an authorized intermediary, at the request of the person entitled to vote (the "Communication") on the basis of the accounting evidence relating to the end of the 7th (seventh) open market day preceding the date set for the Shareholders' Meeting on first call (April 17th, 2025, the so-called "record date").

Credit and debit entries made to the accounts after the aforementioned deadline shall be irrelevant for the purpose of eligibility to exercise voting rights at the Shareholders' Meeting. Therefore, those who turn out to be holders of the Company's shares after the record date will not be entitled to attend and vote at the Shareholders' Meeting in the manner set forth in this Notice of Meeting.

The Intermediary Notice must be received by the Company by the end of the 3rd (third) open market day preceding the date set for the Meeting on first call (by April 25th, 2025). It remains, however, without prejudice to the entitlement to attend and exercise voting rights if the Notice is received by the Company after the aforementioned deadline, provided that it is received by the start of the meeting proceedings.

Delegation of Authority to Designated Representative

Attendance at the Shareholders' Meeting by those who are entitled to vote may take place exclusively by granting proxy to the Designated Representative pursuant to Article 135- undecies TUF. Moreover, notwithstanding Article 135-undecies, paragraph 4, of the TUF, the Designated Representative may also be granted sub-delegations pursuant to Article 135-novies of the TUF.

The proxy/sub-delegation may be conferred, at no cost to the delegating party (except for any mailing costs), with voting instructions on all or some of the proposals on the agenda, by means of the specific form, which includes the relevant instructions for completion and transmission, available on the Company's website at www.rewaygroup.com, section "Investor Relations/Shareholder Meetings," as well as on the website of Borsa Italiana S.p.A., at www.borsaitaliana.it, section "Shares/Documents."

The proxy/sub-delegation with voting instructions must be received, together with a copy of an identity document of the delegating party with current validity, or, if the delegating party is a legal person, of the pro-tempore legal representative or other person with appropriate powers, together with appropriate documentation attesting to their qualification and powers, by the Designated Representative, following the instructions on the form itself by the end of the 2nd (second) open market day preceding the date of the first call of the Shareholders' Meeting (by April 28th, 2025) or by the end of the 2nd (second) open market day preceding the date of the second call of the Shareholders' Meeting (by April 30th, 2025) and within the same period of time, the proxy/subdelegation and voting instructions may be revoked in the same manner as the conferment.

It should be noted that the shares for which proxy/sub-delegation, even partial, has been conferred are counted for the purpose of due constitution of the Shareholders' Meeting. In relation to proposals for which voting instructions have not been conferred, the shares are not counted for the purpose of calculating the majority and capital share required for the approval of resolutions by the Shareholders' Meeting.

The granting of proxies pursuant to Articles 135-novies and 135-undecies of the TUF does not entail any expenses for the Shareholder, except for transmission or mailing costs.

For any clarifications regarding the granting of proxies to the Designated Representative (and, in particular, regarding the completion of the proxy form and voting instructions and their transmission), you may contact Computershare S.p.A., via e-mail at sedeto@computershare.it or at the following telephone number: 011 0923200.

There are no procedures for voting by mail or electronic means.

Right to ask questions

Those entitled to vote may ask questions on agenda items before the Meeting by transmitting them to the certified e-mail address rewaygroup@legalmail.it. Questions must be received by the record date, which is April 17th, 2025 (by midnight). Only applications strictly pertinent to the items on the agenda will be considered. The applicant must provide his or her personal data (surname and first name or name in the case of companies, place and date of birth and tax code) and appropriate documentation proving ownership of the exercise of voting rights, issued by the depository intermediary. In the event that the applicant has requested from its depository intermediary the notice of entitlement to attend the Meeting, it will be sufficient to include in the request the references of such notice, if any, issued by the intermediary. Applications received prior to the Meeting shall be answered no later than April 27th, 2025 by publication on the Company's website. The

Company may provide a unified response to questions having the same content. A response is not due when the requested information is already available in a “question and answer” format in the appropriate section of the Company's website.

Appointment of the Board of Statutory Auditors

Pursuant to Article 32 of the Bylaws, the Board of Statutory Auditors must be composed of 3 (three) standing auditors and 2 (two) alternate auditors, who may be re-elected, remain in office for 3 (three) fiscal years and expire on the date of the Shareholders' Meeting convened to approve the financial statements for the third fiscal year of their term of office.

The auditors must meet the requirements of professionalism and honorability set forth in Article 148, paragraph 4, of the TUF and the additional requirements, including those of independence, provided by law.

The appointment of the Board of Statutory Auditors takes place on the basis of lists submitted by shareholders who, at the time of submitting the list, alone or together with others, hold a total of shares representing at least 10% (ten percent) of the share capital with voting rights.

The lists, accompanied by the professional curricula of the designated persons and signed by the shareholders who submitted them, must be filed at the Company's registered office no later than 12:00 noon on the 7th (seventh) day prior to the date of the first call scheduled for the Shareholders' Meeting, April 23th, 2025.

The lists must also contain, also as attachments: (i) information regarding the identity of the shareholders who have submitted them, with an indication of the overall percentage of shareholding held, evidenced by a specific statement issued by an intermediary; (ii) exhaustive information on the personal and professional characteristics of the candidates, including the list of directorships and auditing positions held in other companies or entities; (iii) a statement by the candidates containing their acceptance of the candidacy and certification that they meet the requirements provided for by law and the Bylaws.

For all other provisions relating to the appointment of the Board of Statutory Auditors, please refer to Article 32 of the Bylaws as well as to the Board of Directors' Explanatory Report on the items on the agenda of the Shareholders' Meeting available on the Company's website at www.rewaygroup.com, section “Investor Relations/Shareholders' Meetings,” as well as on the website of Borsa Italiana S.p.A. www.borsaitaliana.it, section “Shares/Documents.”

Documentation

The documents relating to the Shareholders' Meeting required by current regulations, including the explanatory report on the items on the agenda of the Shareholders' Meeting and this notice of meeting are made available to the public at the registered office and on the Company's website www.rewaygroup.com, section “Investor Relations/Shareholders' Meetings,” as well as on the website of Borsa Italiana S.p.A. www.borsaitaliana.it, section “Shares/Documents,” within the terms of the law. Shareholders are entitled to obtain a copy.

This Notice of Shareholders' Meeting is also published in excerpts in today's “MF” newspaper.

Instructions for attending the Shareholders' Meeting by telecommunication means will be made known by the Company, to the Directors, Statutory Auditors and Designated Representative as well as to others entitled to attend, other than those who are entitled to vote.

The Company itself reserves the right to communicate any changes or additions to the information set forth in this notice consistent with any subsequent legislative and/or regulatory provisions, or otherwise in the interest of the Company and the Shareholders.

For the dissemination of regulated information, Reway Group makes use of the 1info dissemination system (www.1info.it), managed by Computershare S.p.A. with registered office in Milan, via Lorenzo Mascheroni 19 and authorised by CONSOB.

This press release is available on the Company's website <https://www.rewaygroup.com/> under Investor Relations - Press Releases and at www.1info.it

Reway Group the Parent Company of the Group of the same name — is Italy's largest operator specialised in rehabilitation and maintenance of road and highway infrastructures, as well as the only organisation in Italy capable of handling all the activities related to the chain of restoration of bridges, tunnels and viaducts, and to also have in its core business the maintenance of the railway network. Reway Group was formed in December 2021 via the assignment of the shares held by M.G.A. S.r.l., Soteco S.r.l. and TLS S.r.l. — companies operating in Italy in the road and highway infrastructure maintenance and rehabilitation sector, which are currently operational and 100% controlled by Reway Group. The Group was created to provide its subsidiaries with a unified corporate and managerial structure,



in order to best address the evolution of a sector that is markedly expanding and growing, both in Italy and abroad. The Group's subsidiaries also includes Gema, a leading player in the maintenance of infrastructure and civil works in the railway sector, and Vega Engineering, a multidisciplinary engineering company whose core business includes the engineering design of road and rail infrastructure, civil and industrial works, support services to R.U.P. and works management. The company provides services for its subsidiaries, including financial planning and strategy, procurement of goods and services, and technical accounting management. Reway Group has a workforce of 500 people and has a modern fleet with over 300 operating vehicles

Contacts

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