

Informazione Regolamentata n. 0153-161-2026	Data/Ora Inizio Diffusione 16 Ottobre 2026 20:08:24	Euronext Milan
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Societa' : WEBUILD

Utenza - referente : IMPREGILON07 - Marotti Pamela

Tipologia : 2.2

Data/Ora Ricezione : 16 Ottobre 2026 20:08:24

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Oggetto : VOLUNTARY TENDER OFFER ON ALL
ORDINARY SHARES IN TREVI-FINANZIARIA
INDUSTRIALE LAUNCHED BY WEBUILD.
WEBUILD WAIVES CONDITIONS
PRECEDENT TO THE OFFER

Testo del comunicato

Vedi allegato

PRESS RELEASE

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VOLUNTARY TENDER OFFER ON ALL ORDINARY SHARES IN TREVI-FINANZIARIA INDUSTRIALE LAUNCHED BY WEBUILD

WEBUILD WAIVES CONDITIONS PRECEDENT TO THE OFFER

Milan, October 16, 2026 - Webuild S.p.A. ("**Webuild**" or the "**Offeror**") announces - also for the purposes of Article 44, paragraphs 2 and 4, of the Regulation adopted by CONSOB Resolution No. 11971 of May 14, 1999 - the waiver of certain conditions precedent to the voluntary tender offer (the "**Offer**") launched for all the shares of Trevi-Finanziaria Industriale S.p.A. ("**Trevi**" or the "**Issuer**"), which competes with the public exchange offer launched by I.CO.P. S.p.A. Società Benefit (the "**ICOP Offer**").

In particular, Webuild:

- amends as follows the condition precedent set out in Section A.1, letter (b) of the offer document published on September 18, 2026 (the "**Offer Document**"): "*entro il secondo Giorno di Borsa Aperta antecedente la Data di Pagamento, nessuna Autorità competente, inclusi organi giurisdizionali, emetta provvedimenti tali da precludere, limitare o rendere più onerosa la possibilità per l'Offerente e/o Trevi, di realizzare l'Offerta, fermo restando quanto previsto sub (a) ovvero di conseguire i suoi obiettivi;*" [Courtesy translation: "by the second Open Market Day prior to the Payment Date, no competent Authority, including judicial bodies, issues any measure that would preclude, limit or make more onerous the ability of the Offeror and/or Trevi to complete the Offer, without prejudice to the provisions of sub-paragraph (a) or to achieve its objectives;"];]
- waives in full the condition precedent set out in Section A.1, letter (c) of the Offer Document: "*(c) tra la Data del Documento d'Offerta e la Data di Pagamento, mancato verificarsi di fatti, eventi o circostanze che impediscano all'Offerente di dare corso all'Offerta in conformità alle Autorizzazioni e alle previsioni in esse contenute;*" [Courtesy translation: "*(c) between the Offer Document Date and the Payment Date, the non-occurrence of facts, events or circumstances preventing the Offeror from proceeding with the Offer in accordance with the Authorisations and the provisions contained therein;*"].

Following these amendments, since the Offer - unlike the ICOP Offer - is not subject to the decisions of Trevi's lenders, the Issuer's shareholders who tender their shares in the Offer have a faster and clearer prospect of completion of the transaction and of receiving the cash consideration. Indeed, the only remaining conditions are the achievement of the threshold of 50%+1 of the voting rights, the obtainment of the regulatory authorisations required by law, and the absence of extraordinary events or defensive measures by Trevi (see Section A.1 of the Offer Document).

All other terms and conditions of the Offer described in the Offer Document remain unchanged.

In order to reach a properly informed assessment of the Offer, Trevi's shareholders are invited to read the Offer Document and the Issuer's Statement, to which reference is made.

Finally, for any request or information relating to the Offer, Trevi's shareholders may use the following information channels, available throughout the Acceptance Period on business days from 9:00 a.m. to 6:00 p.m. (Italian time): (i) the dedicated e-mail account opatrevi_webuild@georgeson.com; (ii) the toll-free number 800 189039 (for calls from Italy); (iii) the direct line +39 06 45212909 (also for calls from abroad). The reference website of the Global Information Agent is www.georgeson.com/it.

This press release and all documents relating to the Offer will be made available, among others, on the websites

<https://www.webuildgroup.com/it/investitori/opa-trevi> and

<https://www.webuildgroup.com/en/investor-relations/opa-trevi>

This communication does not constitute, nor is it intended to constitute, an offer, invitation or solicitation to purchase or otherwise acquire, subscribe for, sell or otherwise dispose of any financial instruments, and no sale, issuance or transfer of financial instruments of Trevi Finanziaria Industriale S.p.A. will be made in any country in breach of the laws applicable therein. The Offer is made by means of the publication of the relevant document, approved by CONSOB. The offer document contains the full description of the terms and conditions of the Offer, including the procedures for acceptance. The publication or dissemination of this communication in countries other than Italy may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently inform themselves of any restrictions under the applicable rules and ensure compliance with them. Any failure to comply with such restrictions may constitute a violation of the applicable laws of the relevant country. To the maximum extent permitted by applicable law, the persons involved in the Offer shall be deemed exempt from any liability or adverse consequence that may arise from the breach of the aforementioned restrictions by such relevant persons. This communication has been prepared in accordance with Italian law, and the information disclosed herein may differ from that which would have been disclosed had the communication been prepared in accordance with the laws of countries other than Italy. No copy of this communication or of any other documents relating to the Offer will be, nor may be, mailed or otherwise transmitted or distributed in or from any country in which the provisions of local law may give rise to civil, criminal or regulatory risks if information concerning the Offer is transmitted or made available to shareholders of Trevi Finanziaria Industriale S.p.A. in such country or in other countries where such conduct would constitute a violation of the relevant laws, and any person receiving such documents (including as custodians, nominees or trustees) is required not to mail or otherwise transmit or distribute them to or from any such country. The content of this communication is informative and provisional in nature and should not be construed as investment advice. The statements contained herein have not been independently verified. No representation or warranty, express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness, correctness or reliability of the information contained herein. Neither Webuild S.p.A. nor any of its representatives nor its direct or indirect controlling shareholders shall accept any liability whatsoever (whether in negligence or otherwise) arising in any way in connection with such information or in connection with any loss arising from its use or otherwise arising in connection with this communication. By accessing this communication, you agree to be bound by the foregoing limitations.

Webuild is a global leader in the construction of large, complex infrastructure for sustainable mobility, hydropower, water management and production, and green buildings. This positioning is also recognised by the rankings of ENR (Engineering News-Record), the benchmark for the construction industry, which in 2026 confirm Webuild as number one worldwide in the Water sector and place it among the top ten players globally in the Transportation sector. Webuild contributes to the delivery of works that transform territories and communities, generating long-term economic, social and environmental value. Present in approximately 50 countries with a workforce of over 85,000 people, including direct and third-party personnel, the Group can count on more than 120 years of history and over 3,700 completed projects. Its track record includes 13,686 kilometres of railways, 895 kilometres of metro lines, 82,708 kilometres of roads and motorways, 1,023 kilometres of bridges and viaducts, 3,466 kilometres of tunnels and 320 dams and hydroelectric plants. Webuild has built some of the most iconic works internationally, including the Grand Ethiopian Renaissance Dam (GERD), the expansion of the Panama Canal, the Long Beach International Gateway in the United States, the Second Bosphorus Bridge in Turkey and the Riachuelo environmental remediation project in Argentina. It has also contributed to the development of advanced urban mobility systems in major international capitals, including Copenhagen, Paris, Rome, Milan, Naples, Doha, Thessaloniki and Riyadh. The Group is currently engaged in the construction of some of the most strategic infrastructure in Italy and worldwide, including the New Genoa Breakwater, the Brenner Base Tunnel, the Pedemontana Lombarda Motorway, Line C of the Rome Metro, sections of the Genoa–Milan, Verona–Padua and Naples–Bari high-speed/high-capacity railway lines, the New Palermo–Catania–Messina Route, as well as projects such as the Snowy 2.0 hydroelectric plant in Australia and significant sections of the Grand Paris Express in France and of the Riyadh metro in Saudi Arabia. As at 31 December 2025, the Group recorded total revenues of €13.6 billion. As at 30 June 2026, the total order backlog amounted to €53.7 billion, with over 95% of the construction backlog relating to projects aligned with the United Nations Sustainable Development Goals. Headquartered in Italy and subject to the management and coordination of Salini Costruttori S.p.A., Webuild is listed on the Milan Stock Exchange (WBD; WBD:MI; WBD:IM).

[Further information at www.webuildgroup.com](http://www.webuildgroup.com)



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