



PRESS RELEASE

REWAY GROUP: PUBLICATION OF NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Licciana Nardi (MS), April 15th, 2026 – 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 daily newspaper “Il Sole 24 Ore”.

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

The shareholders of Reway Group S.p.A. (the “**Company**”) are hereby called to an ordinary and extraordinary shareholders' meeting, on first and sole call, to be held on **April 30th, 2026**, at **9:00 a.m.**, to discuss and resolve on the following

AGENDA

Regular Session

- 1. Approval of the financial statements for the fiscal year ended December 31st, 2025, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors; related and consequential resolutions.**
- 2. Approval of the appropriation of net income; related and consequential resolutions.**
- 3. Presentation of the consolidated financial statements for the year ended December 31, 2025.**
- 4. Appointment of the Board of Directors:**
 - 4.1 Determination of the number of members of the Board of Directors.**
 - 4.2 Determination of the term of office of the Board of Directors.**
 - 4.3 Appointment of the members of the Board of Directors.**
 - 4.4 Appointment of the Chairman of the Board of Directors.**
 - 4.5 Determination of the compensation of the members of the Board of Directors.**

Special Session

- 1. Amendment of Article 19, paragraph 19.5, of the Articles of Association regarding participation and representation at shareholders' meetings, introducing the option to participate and be represented exclusively through a designated representative pursuant to Article 135-undecies.1 of Legislative Decree No. 58/1998; related and consequential resolutions.**

SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to **€715,252.99**, divided into **38,804,802** shares, of which 31,304,802 are common shares, each entitling the holder to 1 (one) vote, and 7,500,000 multiple-voting shares, each entitling the holder to 3 (three) votes at the Company's ordinary and extraordinary shareholders' meetings. As of the date of this notice, the Company does not hold any treasury shares. Information regarding 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

The Company has decided to exercise the option provided for in Article 106 of Decree-Law No. 18/2020 (converted by Law No. 27/2020, as amended and supplemented, and most recently extended by Decree-Law No. 200 of December 31, 2025), and to provide that shareholders' participation in the Shareholders' Meeting shall take place exclusively through the representative designated by the Company pursuant to Article 135-undecies.1 of Legislative



Decree No. 58/1998 (“TUF”), in accordance with the procedures set forth in this notice of meeting, with shareholders or their delegates other than the aforementioned designated representative being excluded from accessing the meeting premises. In particular, pursuant to Article 135-undecies of the TUF, the Company has designated Computershare S.p.A., with offices in Rome, Via Monte Giberto No. 33, 00138, as the Company’s designated representative (the “Designated Representative”).

Pursuant to Article 18.3 of the Bylaws, the participation in the Shareholders’ Meeting of the directors, statutory auditors, secretary, representatives of the independent audit firm, and the Designated Representative shall take place exclusively via remote communication means that allow for the identification of participants, their attendance, and the exercise of voting rights in accordance with Article 19.6 of the Articles of Association, using connection methods that will be individually communicated to them by the Company.

LEGITIMACY TO INTERVENE AND VOTE

Pursuant to Article 83-sexies of the Consolidated Law on Finance (TUF) and Article 19 of the Bylaws, those entitled to attend the Shareholders’ Meeting and exercise their voting rights—exclusively through a Designated Representative—are those for whom the Company has received a specific notification, issued by an authorized intermediary at the request of the person entitled to vote (the “Notification”) based on the accounting records as of the close of the 7th (seventh) trading day preceding the date set for the Shareholders’ Meeting in first and sole call (i.e., April 21, 2026, the so-called “record date”).

Credit and debit entries made to accounts after the aforementioned deadline shall not be taken into account for the purpose of determining eligibility to exercise voting rights at the Shareholders’ Meeting. Therefore, persons who hold shares in the Company after the record date will not be entitled to attend and vote at the Shareholders’ Meeting.

The intermediary’s notice must be received by the Company by the end of the third trading day preceding the date set for the Shareholders’ Meeting in first and sole call (i.e., by April 27, 2026). However, the right to attend and exercise voting rights remains valid even if the Notice is received by the Company after the aforementioned deadline, provided it is received before the start of the meeting.

DELEGATION OF AUTHORITY TO DESIGNATED REPRESENTATIVE

Those entitled to vote may participate in the Shareholders’ Meeting only by granting a proxy to the Designated Representative.

The proxy may be granted, at no cost to the delegating party (except for any shipping costs), with voting instructions on all or some of the items on the agenda, using the specific form—which includes instructions for completion and submission—available on the Company’s website at www.rewaygroup.com, under the “Investor Relations/Shareholders’ Meetings,” as well as on the Borsa Italiana website at www.borsaitaliana.it, under the “Shares/Documents” section.

The proxy form containing voting instructions must be received, together with a copy of a valid identification document of the principal or, if the principal is a legal entity, of the current legal representative or another person with appropriate authority, along with documentation certifying such status and authority, to the Designated Representative, following the instructions on the form itself, by the end of the second trading day preceding the date of the first and sole call for the Shareholders’ Meeting (i.e., by April 28, 2026); the proxy and voting instructions may be revoked within the same timeframe using the same procedures as those for granting them.

Please note that shares for which a proxy has been granted, even partially, are counted for the purposes of determining whether the Shareholders’ Meeting has a quorum. With regard to proposals for which no voting instructions have been provided, such shares are not counted for the purposes of calculating the majority and the percentage of share capital required for the approval of resolutions by the Shareholders’ Meeting.

Furthermore, notwithstanding Article 135-undecies, paragraph 4, of the Consolidated Law on Finance (TUF), the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, with voting instructions on all or some of the items on the agenda, exclusively by using the appropriate proxy form, with the relevant instructions for completion and submission, available on the Company’s website at www.rewaygroup.com, under the “Investor Relations/Shareholders’ Meetings” section, as well as on the Borsa Italiana website at www.borsaitaliana.it, under the “Shares/Documents” section.

To submit proxies and sub-proxies, the same procedures outlined above and detailed in the proxy forms must be followed. Proxies or sub-proxies must be received by 12:00 p.m. on the day preceding the date of the first and only call for the Shareholders’ Meeting (i.e., by 12:00 p.m. on April 29, 2026), and within the same timeframe, the proxy and voting instructions may be revoked in the same manner.



The granting of proxies pursuant to Articles 135-novies and 135-undecies of the Consolidated Law on Finance (TUF) does not entail any costs for the shareholder, except for transmission or mailing fees.

For any clarifications regarding the granting of proxy to the Designated Representative (and, in particular, regarding the completion of the proxy form and voting instructions and their submission), you may contact Computershare S.p.A. by email at ufficiorm@computershare.it or by phone at: +39 0645417401 (on business days, from 10:00 a.m. to 5:00 p.m.).

There are no procedures for voting by mail or electronically.

RIGHT TO ASK QUESTIONS

Those entitled to vote may submit questions regarding the items on the agenda prior to the Meeting by sending them to the certified email address rewaygroup@legalmail.it. Questions must be received by the record date, i.e., by April 21, 2026 (by midnight). Only questions strictly relevant to the items on the agenda will be considered. The requester must provide their personal details (last name and first name, or company name in the case of a corporation, place and date of birth, and tax identification number) and appropriate documentation proving their entitlement to exercise voting rights, issued by the custodian intermediary. If the requester has requested a confirmation of eligibility to participate in the Meeting from their custodian, it will suffice to include in the request the references of such confirmation, if issued by the custodian. Requests received prior to the Meeting will be answered no later than April 28th, 2026, through publication on the Company's website. The Company may provide a consolidated response to requests with identical content. No response is required if the requested information is already available in a "Q&A" format in a dedicated section of the Company's website.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to Article 24 of the Bylaws, the Board of Directors must consist of a minimum of 3 (three) and a maximum of 7 (seven) members, who need not be shareholders; they may be reelected, remain in office for 3 (three) fiscal years, and their terms expire on the date of the Shareholders' Meeting called to approve the financial statements for the third fiscal year of their term.

Directors must meet the eligibility requirements set forth by law and other applicable provisions, as well as the integrity requirements referred to in Article 147-quinquies of the Consolidated Law on Finance (TUF). Furthermore, at least 1 (one) member of the Board of Directors must meet the independence requirements pursuant to Article 148, paragraph 3, of the TUF, as referred to in Article 147-ter, paragraph 4, of the TUF, which must be assessed in accordance with the qualitative and quantitative criteria of materiality of potentially relevant relationships, approved from time to time by the Board of Directors

The Board of Directors is appointed on the basis of lists submitted by shareholders who, at the time of submission of the list, either individually or collectively, hold shares representing at least 10% (ten percent) of the total voting capital.

The lists, accompanied by the professional résumés of the nominated candidates and signed by the shareholders who submitted them, must be filed at the Company's registered office no later than 12:00 p.m. on the 7th (seventh) day prior to the date of the first and only call for the Shareholders' Meeting, namely April 23, 2026.

The lists must also include, as attachments: (i) information regarding the identity of the shareholders who submitted them, indicating the total percentage of shares held, as verified by a specific declaration issued by a financial intermediary; (ii) comprehensive information on the personal and professional characteristics of the candidates, including a list of the administrative and supervisory positions held at other companies or entities; (iii) a statement by the candidates confirming their acceptance of the nomination and certifying that they meet the requirements set forth by law and the Articles of Association.

For all other provisions regarding the appointment of the Board of Directors, please refer to Article 24 of the Bylaws and 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, under the "Investor Relations/Shareholders' Meetings" section, as well as on the website of Borsa Italiana S.p.A. www.borsaitaliana.it, under the "Shares/Documents" section.

DOCUMENTATION

The documentation pertaining to the Shareholders' Meeting required by applicable law, including the Board of Directors' explanatory report on the items on the meeting's agenda and this notice of meeting, is made available to the public at the Company's registered office and on the Company's website www.rewaygroup.com, under the "Investor Relations/ Shareholders' Meetings," as well as on the Borsa Italiana website www.borsaitaliana.it, under the "Shares/Documents" section, in accordance with the law. Shareholders are entitled to obtain a copy.



This notice of meeting is also published, in excerpt form, today in the daily newspaper “Il Sole 24 Ore.”

Instructions for participating in the Meeting via telecommunication means will be communicated by the Company to the directors, the statutory auditors, and the Designated Representative, as well as to other persons entitled to attend, other than those entitled to vote.

The Company reserves the right to communicate any changes or additions to the information contained in this notice in accordance with any subsequent legislative and/or regulatory provisions, or in any case in the interest of the Company and its shareholders.

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

This press release is available on the Company's website <https://www.rewaygroup.com/> in the Investor Relations section – Press releases and on 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.*

- *Established in 2021 from the contribution of the shares of several major companies active in Italy in the maintenance and rehabilitation of road and highway infrastructure, Reway Group now operates through three subsidiaries:*
- ***M.G.A. S.r.l.**, which specializes in the maintenance and rehabilitation of road tunnels and viaducts, and, following the incorporation of Soteco and TLS, in the installation of safety and sound-absorbing barriers, and special works such as, for example, seismic retrofitting of viaducts, bridges and tunnels;*
- ***Gema S.p.A.**, among the leading operators active in the maintenance of infrastructure and civil works in the railway sector;*
- ***Vega Engineering S.r.l.**, a multidisciplinary engineering company that has in its core business the engineering design of road and rail infrastructures, civil and industrial works, support services to R.U.P. and management of orders.*

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 600 people and has a modern fleet with over 300 operating vehicles.

Contacts

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